

**Invoices from October 1, 2013 through
October 31, 2013**

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195682
Client Matter: 15222-6

In the matter of Automatic Stay Matters

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 994.50

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 994.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

6 - Automatic Stay Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Melissa Koss	.40	630.00	252.00
Jessica A Silverman	1.50	495.00	742.50
TOTALS	1.90		\$994.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

6 - Automatic Stay Matters

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Melissa Koss	.40	Review and analyze vendor stipulation to terminate automatic stay.
10/28/13	Jessica A Silverman	1.50	Review and analyze automatic stay re adversary proceedings.
		1.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195684
Client Matter: 15222-8

In the matter of Business Operations

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 35,262.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 35,262.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	29.40	495.00	14,553.00
Ryan Dattilo	2.90	630.00	1,827.00
William Guerrieri	11.10	715.00	7,936.50
Erik Hepler	.50	955.00	477.50
Melissa Koss	2.90	630.00	1,827.00
Taryn L Reynolds	.30	735.00	220.50
Laura Saal	1.00	285.00	285.00
Christine Soriano	4.00	335.00	1,340.00
Carrie Sroka	.20	275.00	55.00
Neil E Walther	10.70	630.00	6,741.00
TOTALS	63.00		\$35,262.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Neil E Walther	1.60	Review and revise documents re proposed Belmont property sale (1.0); correspond and telephone conference with working group re same (.6).
10/01/13	Travis Bayer	3.50	Telephone conference with working group re Belmont property sale (.6); draft and revise motion re same (2.9).
10/02/13	Travis Bayer	2.20	Review and revise Belmont property sale motion (1.9); correspond with S. Gibson and A&M team re same (.3).
10/03/13	Neil E Walther	.90	Correspond with working group re proposed Belmont property sale, San Francisco lease, and Davis property sale motion.
10/03/13	Travis Bayer	.60	Review and revise Belmont property sale motion.
10/04/13	Neil E Walther	.40	Telephone conference with working group re real estate issues.
10/04/13	Travis Bayer	.50	Telephone conference with working group re real estate issues.
10/04/13	Travis Bayer	.40	Review and revise Belmont property sale motion.
10/07/13	Travis Bayer	5.10	Correspond with R. Enayati re security interest documents (.3); review and analyze same (.4); correspond with S. Gibson re Belmont property sale (.3); review and revise motion re same (1.9); draft and revise motion to shorten re same (2.2).
10/07/13	Christine Soriano	1.50	Review and analyze loan materials and order title updates.
10/08/13	Neil E Walther	1.60	Review and revise motion and motion to shorten re proposed Belmont property sale.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	Travis Bayer	2.60	Review and revise Belmont property sale motion (.9); correspond with client team re same (.4); correspond with purchaser's counsel re same (.3); review and revise motion to shorten re same (.6); office conference and correspond with N. Walther re same (.4).
10/09/13	Carrie Sroka	.20	Compile precedent re sale motions.
10/09/13	Neil E Walther	.70	Review and analyze Belmont property sale motion (.5); correspond with T. Bayer re same (.2).
10/09/13	Travis Bayer	2.40	Review and revise Belmont property sale motion (1.1); correspond with N. Walther and W. Guerrieri re same (.4); review and analyze purchase sale agreement re same (.9).
10/09/13	William Guerrieri	1.10	Review and respond to correspondence re real estate issues.
10/10/13	Neil E Walther	.50	Telephone conference with working group re real estate issues.
10/10/13	Travis Bayer	.60	Telephone conference with working group re real estate issues.
10/10/13	Travis Bayer	1.60	Research re Belmont property sale motion (.7); correspond with S. Gibson re same (.3); review and revise same (.6).
10/10/13	William Guerrieri	2.30	Review and analyze issues re real estate analysis.
10/11/13	Neil E Walther	2.70	Review and revise motion re proposed Belmont property sale (1.3); correspond and telephone conferences with creditors' counsel re same (1.4).
10/11/13	Melissa Koss	.40	Prepare for and participate in telephone conference update with A&M, Lazard and company.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	Neil E Walther	.40	Telephone conference with working group re real estate issues.
10/14/13	Neil E Walther	.40	Correspond with T. Bayer and company re proposed Belmont sale motion.
10/14/13	Travis Bayer	.50	Telephone conference with working group re real estate issues.
10/14/13	Travis Bayer	2.90	Telephone conference with N. Walther re same (.3); office conference with W. Guerrieri re same (.3); draft and revise real estate sale motions (2.3).
10/14/13	Erik Hepler	.30	Review and analyze second lien documents re existence of mortgage.
10/14/13	Taryn L Reynolds	.30	Correspond with E. Hepler re status of second lien mortgages.
10/14/13	Melissa Koss	.50	Prepare for and participate in telephone conference update with A&M, Lazard and company.
10/14/13	William Guerrieri	1.80	Correspond with C. Greco and J. Schmaltz re Stamford office.
10/15/13	Neil E Walther	.70	Review and analyze issues re real estate sale motions (.4); correspond with T. Bayer and company re same (.3).
10/15/13	Travis Bayer	3.30	Review and revise Belmont property sale motion (1.2); correspond and telephone conference with J. Hayes re same (.6); telephone conference and correspond with N. Walther and W. Guerrieri re same (.4); review and revise motion to shorten re same (.7); correspond with Donlin team re notice list (.4).
10/15/13	Erik Hepler	.20	Correspond re mortgage status of various properties.
10/15/13	William Guerrieri	1.00	Review and revise Belmont real estate motion.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	William Guerrieri	1.20	Review and respond to correspondence re Belmont property sale.
10/15/13	Christine Soriano	1.00	Correspond re title order.
10/16/13	Melissa Koss	.50	Prepare for and participate in telephone conference update with A&M, Lazard and company.
10/16/13	William Guerrieri	1.00	Correspond with working group re informal interviews.
10/17/13	Ryan Dattilo	1.00	Review and comment on Stamford relocation motion (.8); correspond with A. Weintraub re same (.2).
10/17/13	William Guerrieri	.70	Telephone conference with company re royalty agreements.
10/18/13	Melissa Koss	.40	Prepare for and participate in telephone conference update with A&M, Lazard and company.
10/21/13	Travis Bayer	.70	Prepare and compile Belmont property sale motion (.5); correspond with W. Guerrieri re same (.2).
10/21/13	Laura Saal	1.00	Prepare for and electronically file Belmont property sale motion (.9); coordinate service of same (.1).
10/21/13	William Guerrieri	1.70	Telephone conferences with working group re telephone conference update and real estate issues.
10/22/13	Travis Bayer	.40	Correspond with Arent Fox re Belmont property sale order.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Ryan Dattilo	1.90	Review and analyze Stamford relocation materials (.4); review and revise Stamford relocation motion and declaration (.6); office conference with A. Weintraub re same (.3); correspond with C. Greco re same (.2); correspond with T. Fleisher re same (.1); telephone conference with T. Fleisher re additional information re relocation materials (.3).
10/23/13	Melissa Koss	.40	Prepare for and participate in telephone conference update with A&M, Lazard and company.
10/25/13	Travis Bayer	.40	Correspond with S. Gibson re Woodbridge property sale motion (.2); review and revise same (.2).
10/25/13	Melissa Koss	.40	Prepare for and participate in telephone conference update with A&M, Lazard and Company.
10/28/13	Travis Bayer	.70	Review and revise Belmont property sale order (.3); telephone conference with N. Walther re same (.2); telephone conference with working group re real estate issues (.2).
10/29/13	Neil E Walther	.80	Correspond with T. Bayer and creditors' counsel re Belmont property sale order issues (.4); review and analyze cash collateral orders re same (.4).
10/29/13	Travis Bayer	1.00	Prepare for and participate in telephone conference with creditors' counsel re Belmont property sale order (.4); telephone conference with N. Walther re same (.3); correspond with Committee's counsel re same (.3).
10/29/13	William Guerrieri	.30	Correspond with Ropes re property sale.
10/29/13	Christine Soriano	1.50	Review and analyze title updates.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

8 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Melissa Koss	.30	Prepare for and participate in telephone conference update with A&M, Lazard and company.
		63.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195685
Client Matter: 15222-9

In the matter of Case Administration

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 31,935.00

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 31,935.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	.50	630.00	315.00
Beth Friedman	4.50	335.00	1,507.50
Jason Gott	3.80	495.00	1,881.00
Christopher T Greco	.80	735.00	588.00
William Guerrieri	1.40	715.00	1,001.00
Jonathan S Henes, P.C.	8.30	1,025.00	8,507.50
Daniel Hill	6.70	190.00	1,273.00
Melissa Koss	5.40	630.00	3,402.00
Ross M Kwasteniet	2.50	840.00	2,100.00
Christopher Marcus, P.C.	4.40	895.00	3,938.00
John Nedeau	.30	160.00	48.00
Jessica Peet	4.90	495.00	2,425.50
Laura Saal	6.80	285.00	1,938.00
Angela Snell	.90	495.00	445.50
James H M Sprayregen, P.C.	1.40	1,125.00	1,575.00
Jeffrey J Zeiger	1.20	825.00	990.00
TOTALS	53.80		\$31,935.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher T Greco	.80	Telephone conference with K&E team re work in process summary and next steps, including litigating adversary proceedings and mediation.
10/01/13	Christopher Marcus, P.C.	.70	Prepare for and participate in internal telephone conference.
10/01/13	Daniel Hill	.80	Review and revise creditor telephone conference log (.6); review and revise case folder re recent filings (.2).
10/01/13	Ross M Kwasteniet	.60	Prepare for and participate in internal office conference re open issues, projects, and next steps.
10/01/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/01/13	Melissa Koss	2.30	Review and draft agenda for internal update telephone conference (.8); prepare for and participate in same (.9); correspond with G. Suttman re updates to case management timeline (.6).
10/02/13	Daniel Hill	.50	Review and revise creditor telephone conference log (.3); review and revise case folder re recent filings (.2)
10/02/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/03/13	Daniel Hill	.50	Review and revise creditor telephone conference log (.4); review and revise case folder re recent filings (.1).
10/03/13	Jonathan S Henes, P.C.	.60	Correspond with J. Sprayregen re various restructuring issues and strategy.
10/03/13	James H M Sprayregen, P.C.	.60	Correspond with J. Henes re various restructuring issues and strategy.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	Jessica Peet	.60	Telephone conference with working group re workstreams (.5); correspond with working group re same (.1).
10/04/13	Daniel Hill	.50	Review and revise case folder re recent filings (.1); review and revise creditor telephone conference log (.4).
10/04/13	Jonathan S Henes, P.C.	.40	Correspond with J. Sprayregen re various restructuring issues and strategy.
10/04/13	James H M Sprayregen, P.C.	.40	Correspond with J. Henes re various restructuring issues and strategy.
10/07/13	Jessica Peet	.30	Telephone conference with working group re workstreams.
10/07/13	Daniel Hill	.70	Review and revise case folder re recent filings (.2); review and revise creditor telephone conference log (.5).
10/07/13	Melissa Koss	.50	Prepare for and participate in telephone conference with G. Suttman, A&M, and Lazard re case status and open workstreams.
10/08/13	Laura Saal	.30	Prepare docket update and distribute same to K&E team.
10/09/13	Jessica Peet	.50	Telephone conference with working group re workstreams.
10/09/13	Daniel Hill	.50	Review and revise creditor telephone conference log.
10/09/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/09/13	Melissa Koss	.50	Prepare for and participate in telephone conference with G. Suttman, A&M, and Lazard re case status and open workstreams.
10/10/13	Laura Saal	.20	Prepare docket report and distribute same to K&E team.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/11/13	Jessica Peet	.30	Telephone conference with working group re workstreams.
10/11/13	Laura Saal	1.10	Arrange documents re various issues for W. Guerrieri.
10/11/13	Melissa Koss	.70	Telephone conference with K&E team re case status.
10/14/13	Christopher Marcus, P.C.	1.90	Prepare for and participate in internal strategy telephone conference (.6); review and analyze correspondence re strategy (.8); prepare for and participate in status telephone conference (.5).
10/14/13	Jessica Peet	.30	Telephone conference with working group re workstreams.
10/14/13	Daniel Hill	.50	Review and revise creditor telephone conference log (.3); review and revise case folder re recent filings (.2).
10/14/13	Ross M Kwasteniet	1.40	Office conference with K&E team re status of open issues and upcoming events (.5); telephone conferences re same (.9).
10/14/13	Jonathan S Henes, P.C.	3.40	Prepare for and participate in internal strategy telephone conference (.6); review and analyze correspondence re strategy (.8); prepare for and participate in status telephone conference (.5); review and analyze issues re plan (1.5).
10/14/13	Beth Friedman	.40	Review and analyze case docket (.2); telephone conference with S. Jackson re administrative issues (.2).
10/14/13	Laura Saal	1.20	Prepare docket update and distribute same to K&E team (.2); prepare pro hac motion, order, and affirmation on behalf of B. Echols (.8); review and analyze case docket (.2).
10/15/13	Christopher Marcus, P.C.	.40	Prepare for and participate in office conference re WIP.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Daniel Hill	.30	Review and revise creditor call log.
10/15/13	Jonathan S Henes, P.C.	3.40	Prepare for and participate in internal strategy telephone conference (.6); review and analyze correspondence re strategy (.8); prepare for and participate in status telephone conference (.5); review and analyze issues re plan (1.5).
10/15/13	Beth Friedman	.60	Correspond with S. Jackson re pending orders for entry (.2); correspond with D. Li in Judge Drain chambers re October 14 letter (.4).
10/15/13	Laura Saal	.10	Prepare docket update and distribute same to K&E team.
10/15/13	James H M Sprayregen, P.C.	.40	Correspond with J. Henes re case update and strategy and tactics.
10/16/13	Christopher Marcus, P.C.	.50	Prepare for and participate in status conference with Judge.
10/16/13	Jessica Peet	1.00	Telephone conference with working group re case status and assignments (.5); correspond with working group re same (.1); telephone conference with working group re workstreams (.4).
10/16/13	Jason Gott	2.30	Review and revise work in process summary.
10/16/13	Ryan Dattilo	.50	Prepare for and participate in K&E team office conference re open workstreams.
10/16/13	Jeffrey J Zeiger	.30	Telephone conference with G. Suttman, K. Carson, D. Durbin, J. Henes, R. Campagna, and T. Cowan re assignments and strategy.
10/16/13	Beth Friedman	.50	Review and analyze outstanding administrative issues (.3); telephone conference with S. Jackson re same (.2).
10/16/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	William Guerrieri	1.40	Telephone conference with company re case update (.6); telephone conference with K&E team re work in process (.8).
10/17/13	Jason Gott	.40	Review and revise work in process summary.
10/17/13	Daniel Hill	.30	Review and revise creditor telephone conference log (.2); review and revise case folder re recent filings (.1).
10/17/13	Beth Friedman	.50	Review and analyze work in process summary (.3); telephone conference with S. Jackson in chambers re administrative and scheduling issues (.2).
10/17/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/17/13	Melissa Koss	.40	Review and revise work in process summary.
10/18/13	Jessica Peet	.30	Telephone conference with working group re workstreams.
10/18/13	Daniel Hill	.30	Review and revise creditor telephone conference log.
10/18/13	John Nedeau	.30	Distribute daily docket report to K&E team.
10/18/13	Beth Friedman	.40	Telephone conferences with S. Jackson in chambers re administrative and scheduling issues.
10/21/13	Jessica Peet	.40	Telephone conference re workstreams.
10/21/13	Daniel Hill	.10	Review and revise case folder with recent filings.
10/21/13	Jeffrey J Zeiger	.90	Telephone conference with J. Henes, C. Marcus, R. Kwasteniet, C. Greco, and W. Guerrieri re case strategy and assignments (.5); telephone conference with M. Hansen, G. Suttman, D. Durbin, K. Carson, J. Henes, and R. Kwasteniet re same (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/21/13	Ross M Kwasteniet	.50	Prepare for and participate in client update telephone conference.
10/21/13	Beth Friedman	.50	Office conference with C. Greco re outstanding issues (.3); telephone conference with S. Jackson re same (.2).
10/21/13	Laura Saal	.40	Prepare docket update and distribute same to K&E team (.2); correspond with A. Weintraub re hearing transcript (.2).
10/21/13	Melissa Koss	1.00	Prepare for and participate in telephone conference with K&E team re case status and open items (.6); office conference with C. Greco re same (.4).
10/22/13	Laura Saal	.30	Prepare docket update and distribute same to K&E team.
10/23/13	Jessica Peet	.40	Telephone conference with working group re workstreams.
10/23/13	Daniel Hill	.30	Review and revise creditor call log (.2); review and revise case folder re recent filings (.1).
10/23/13	Beth Friedman	.30	Review and revise B. Echols pro hac motion.
10/23/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/24/13	Christopher Marcus, P.C.	.40	Office conference re case status.
10/24/13	Beth Friedman	.40	Telephone conference with S. Jackson in chambers re R. Dattilo pro hac order.
10/24/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/24/13	Laura Saal	.80	Prepare pro hac vice motion, order, and affirmation on behalf of R. Dattilo (.5); electronically file same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Jessica Peet	.40	Telephone conference with working group re workstreams.
10/25/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/28/13	Jason Gott	.30	Review and revise works in process summary.
10/28/13	Daniel Hill	.70	Review and revise creditor telephone conference log (.3); review and revise case folder re recent filings (.4).
10/28/13	Angela Snell	.30	Review and analyze matter task list.
10/28/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/29/13	Jason Gott	.80	Review and revise work in process summary.
10/29/13	Daniel Hill	.30	Review and revise creditor telephone conference log.
10/29/13	Angela Snell	.60	Review and analyze draft notice and case docket.
10/29/13	Beth Friedman	.90	Review and analyze work in process summary (.3); telephone conference with S. Jackson in chambers re scheduling issues (.3); prepare for office conferences (.3).
10/29/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/30/13	Christopher Marcus, P.C.	.50	Status telephone conference with management.
10/30/13	Jessica Peet	.40	Telephone conference with working group re workstreams.
10/30/13	Daniel Hill	.40	Review and revise creditor telephone conference log (.3); distribute requested documents (.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

9 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Jonathan S Henes, P.C.	.50	Status telephone conference with management.
10/30/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
10/31/13	Laura Saal	.20	Prepare docket update and distribute same to K&E team.
		53.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195686
Client Matter: 15222-10

In the matter of Cash Collateral and Cash Management

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 16,670.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 16,670.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

10 - Cash Collateral and Cash Management

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Beth Friedman	2.90	335.00	971.50
Christopher T Greco	5.30	735.00	3,895.50
William Guerrieri	2.70	715.00	1,930.50
Melissa Koss	3.40	630.00	2,142.00
Ross M Kwasteniet	2.20	840.00	1,848.00
Christian O Nagler	1.30	890.00	1,157.00
Laura Saal	2.40	285.00	684.00
Jenna Ward	9.40	430.00	4,042.00
TOTALS	29.60		\$16,670.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

10 - Cash Collateral and Cash Management

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	Christopher T Greco	1.50	Review and comment on proposed amendment to final cash collateral order (1.2); correspond with R. Kwasteniet and J. Henes re same (.3).
10/08/13	Christopher T Greco	2.90	Review and revise proposed cash collateral amendment (1.3); correspond with D. Klein re effective date event of default (.2); office conference with J. Henes re same (.2); review and revise proposed notice of presentment re same and prepare same for filing (1.2).
10/08/13	Ross M Kwasteniet	1.80	Review and analyze issues re amendment to cash collateral order (1.4); internal conferences re same (.4).
10/08/13	Christian O Nagler	.80	Prepare for and participate in telephone conference re reporting requirements.
10/08/13	Beth Friedman	1.50	Office conference with C. Greco and prepare notice of presentment re amendment to cash collateral order (.7); review and analyze rules re timing issues (.4); telephone conference with S. Jackson in chambers re same (.4).
10/08/13	Laura Saal	.90	Draft notice of presentment re amendment to cash collateral order.
10/08/13	Melissa Koss	1.10	Review and analyze amendment to cash collateral order (.7); correspond with K&E team re same (.4).
10/08/13	William Guerrieri	1.10	Telephone conference with working group re reporting requirements (.6); review and analyze issues re same (.5).
10/09/13	Christopher T Greco	.90	Review and analyze notice of presentment and proposed amendment to cash collateral order (.4); correspond with major stakeholders re submission of same (.3); correspond with B. Friedman and M. Koss re chambers discussions re same (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

10 - Cash Collateral and Cash Management

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Ross M Kwasteniet	.40	Review and analyze final changes re amendment to cash collateral order.
10/09/13	Beth Friedman	.70	Review and analyze amendment to cash collateral order (.4); telephone conference with S. Jackson in chambers re same (.3).
10/09/13	Laura Saal	.50	Review and revise notice of presentment re amendment to cash collateral order.
10/09/13	Melissa Koss	1.60	Review and revise notice of presentment re amendment to cash collateral order (.9); correspond with K&E team re same (.4); correspond with mediation parties re same (.3).
10/10/13	Beth Friedman	.70	Telephone conference with chambers and C. Greco re notice of presentment of amendment to cash collateral (.5); review and revise same (.2).
10/10/13	Laura Saal	1.00	Prepare for and electronically file notice of presentment re amendment to cash collateral order (.9); coordinate service of same (.1).
10/10/13	Melissa Koss	.70	Review and revise notice of presentment re amendment to cash collateral order (.4); correspond with B. Friedman re same (.2); correspond with mediation parties re same (.1).
10/17/13	Christian O Nagler	.50	Review and analyze reporting language.
10/22/13	Jenna Ward	5.30	Review and analyze cash collateral and cash management hearing transcripts (3.8); draft and revise summary of findings re same (1.5).
10/23/13	Jenna Ward	3.60	Review and analyze cash collateral and cash management hearing transcripts (2.3); review and revise summary of findings re same (1.3).
10/23/13	William Guerrieri	.60	Telephone conference with company re foreign exchange transactions.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

10 - Cash Collateral and Cash Management

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Jenna Ward	.50	Review and analyze hearing transcripts.
10/24/13	William Guerrieri	.50	Telephone conference with bank counsel re foreign exchange transactions.
10/31/13	William Guerrieri	.50	Prepare for and participate in telephone conference with bank counsel re foreign exchange transactions.
		29.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195687
Client Matter: 15222-11

In the matter of Claims Analysis, Objection, Resolution

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 26,960.00
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 26,960.00
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

11 - Claims Analysis, Objection, Resolution

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Beth Friedman	.40	335.00	134.00
Jacob Goldfinger	1.50	305.00	457.50
Jason Gott	1.00	495.00	495.00
William Guerrieri	2.30	715.00	1,644.50
Melissa Koss	12.40	630.00	7,812.00
Ross M Kwasteniet	1.10	840.00	924.00
Christopher Marcus, P.C.	.70	895.00	626.50
Maureen McCarthy	1.40	315.00	441.00
Laura Saal	26.60	285.00	7,581.00
Alexandra Schwarzman	1.50	495.00	742.50
Jessica A Silverman	2.00	495.00	990.00
Angela Snell	4.40	495.00	2,178.00
Neil E Walther	4.50	630.00	2,835.00
Andrea Weintraub	.20	495.00	99.00
TOTALS	60.00		\$26,960.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

11 - Claims Analysis, Objection, Resolution

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher Marcus, P.C.	.30	Review and analyze settlement procedures motion.
10/01/13	Alexandra Schwarzman	.80	Correspond with W. Guerrieri re claims settlement motion (.1); review and revise same (.4); review and revise notice re same (.3).
10/01/13	Beth Friedman	.40	Review and analyze claims trading procedures motion.
10/01/13	Laura Saal	1.20	Prepare for and electronically file claims settlement motion (1.1); coordinate service of same (.1).
10/01/13	Melissa Koss	.50	Correspond re claims issues and questions.
10/03/13	Andrea Weintraub	.20	Correspond with author-creditor re proof of claim process.
10/14/13	Melissa Koss	1.00	Review and analyze claims issues (.6); correspond with W. Guerrieri re same (.4).
10/15/13	Alexandra Schwarzman	.30	Correspond with L. Saal re claims settlement motion.
10/15/13	Jessica A Silverman	1.80	Review and analyze proofs of claims.
10/15/13	Laura Saal	.20	Correspond with A. Schwarzman re claims procedures motion certificate of no objection.
10/15/13	Melissa Koss	2.10	Review and analyze claims issues (1.4); correspond with J. Silverman re same (.7).
10/15/13	William Guerrieri	.80	Review and revise class action settlement motion.
10/16/13	Jessica A Silverman	.20	Review and analyze proofs of claims.
10/16/13	Melissa Koss	.20	Correspond with A&M re Texas Dep't of Education.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

11 - Claims Analysis, Objection, Resolution

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Melissa Koss	1.80	Review and analyze claims issues (1.3); correspond with T. Fleisher and J. Herriman re same (.3); correspond with W. Guerrieri re same (.2).
10/18/13	Jacob Goldfinger	1.50	Review precedent, forms and attachments re directors and officers proofs of claim.
10/21/13	Jason Gott	.80	Telephone conference with K. Carson, J. Rittinger, R. Kwasteniet, W. Guerrieri re Literary Works settlement (.6); review and revise mediation statement re first lien claims (.2).
10/21/13	Laura Saal	4.40	Prepare proofs of claims on behalf of company directors and officers.
10/21/13	Melissa Koss	1.00	Telephone conference with R. Kwasteniet re claims analysis (.2); correspond with L. Saal re same (.3); review and analyze same (.5).
10/21/13	William Guerrieri	1.50	Telephone conference with company re class action settlement (.6); correspond re same (.9).
10/22/13	Laura Saal	10.00	Review and revise proofs of claim (1.5); prepare attachments re same (2.9); print and organize proofs of claim (1.9); review and compile all proofs of claim and attachments (3.5); correspond with M. Koss re same (.2).
10/22/13	Melissa Koss	1.10	Review and analyze claims (.8); correspond with L. Saal re same (.3).
10/23/13	Alexandra Schwarzman	.40	Review and draft settlement letter re outstanding prepetition claim.
10/23/13	Laura Saal	2.00	Prepare copies of claims to sign and prepare correspondence re same.
10/24/13	Laura Saal	.50	Prepare proofs of claim.
10/25/13	Neil E Walther	.70	Telephone conference with A&M and W. Guerrieri re settlement proposals and timing for approval.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

11 - Claims Analysis, Objection, Resolution

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Angela Snell	.50	Prepare for and participate in telephone conference with S. Anchin and A. Schwarzman (.4); review and analyze administrative expense motion (.1).
10/28/13	Angela Snell	1.50	Review and analyze correspondence and spreadsheet from S. Anchin re administrative expenses (1.0); office conference with A. Schwarzman re next steps for motion for administrative expenses (.5).
10/28/13	Ross M Kwasteniet	1.10	Review and revise motion to approve class action settlement (.8); internal conference re same (.3).
10/28/13	Melissa Koss	.30	Correspond with L. Saal re claims analysis.
10/29/13	Neil E Walther	.80	Review and analyze issues re claims settlements (.5); correspond with working group re same (.3).
10/29/13	Angela Snell	2.40	Research and draft administrative expense stipulation and order.
10/29/13	Melissa Koss	1.20	Correspond with L. Saal re claims analysis (.5); correspond with K. Carson re same (.4); telephone conference with M. Hansen re same (.3).
10/30/13	Christopher Marcus, P.C.	.40	Review and analyze GL admin motion.
10/30/13	Neil E Walther	3.00	Correspond with working group re potential settlements (.4); review and analyze documents and correspondence re same (.7); office conference and correspond with A. Snell re same (.5); review and revise HMH transition agreement (1.2); correspond with company re same (.2).
10/30/13	Jason Gott	.20	Correspond with R. Kwasteniet re Literary Works settlement.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

11 - Claims Analysis, Objection, Resolution

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Laura Saal	2.90	Prepare copies of executed proofs of claim (.9); file proofs of claims at Donlin Recano (2.).
10/30/13	Melissa Koss	1.40	Correspond with L. Saal re claims analysis (.3); correspond with K. Carson re same (.3); review and analyze claims (.8).
10/30/13	Maureen McCarthy	1.40	Research and distribute precedent re notice of proposed settlement (.6); review and draft pleading template re settlement motion (.8).
10/31/13	Laura Saal	5.40	Prepare copies of executed proofs of claims (.5); file same at Donlin Recano (2.0); review and compile proofs of claim (2.9).
10/31/13	Melissa Koss	1.80	Correspond with company re claims issues (.6); review and analyze same (1.2).
		60.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195688
Client Matter: 15222-12

In the matter of Content Providers and Vendors

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 20,946.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 20,946.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

12 - Content Providers and Vendors

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Guerrieri	18.10	715.00	12,941.50
Melissa Koss	1.70	630.00	1,071.00
Jessica Peet	.40	495.00	198.00
Alexandra Schwarzman	2.50	495.00	1,237.50
Angela Snell	.90	495.00	445.50
Neil E Walther	7.60	630.00	4,788.00
Factual Research	1.00	265.00	265.00
TOTALS	32.20		\$20,946.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

12 - Content Providers and Vendors

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	William Guerrieri	2.40	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (1.3); review and analyze issues re same (.3).
10/01/13	Factual Research	1.00	Review and analyze precedent re vendor issues.
10/02/13	Neil E Walther	.40	Correspond with A&M re vendor issues.
10/02/13	Alexandra Schwarzman	.20	Review and respond to vendor inquiry.
10/02/13	William Guerrieri	2.00	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (.3); review and analyze issues re same (.9).
10/03/13	Neil E Walther	.30	Correspond with A&M re vendor inquiry.
10/03/13	William Guerrieri	2.00	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (.3); review and analyze issues re same (.9).
10/04/13	William Guerrieri	2.40	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (1.3); review and analyze issues re same (.3).
10/07/13	Neil E Walther	.20	Correspond with A&M re vendor payment inquiry.
10/07/13	Neil E Walther	.30	Correspond with W. Guerrieri re Coursemart payment inquiry (.1); review and analyze documents re same (.2).
10/07/13	William Guerrieri	2.20	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (1.1); review and analyze issues re same (.3).
10/08/13	Alexandra Schwarzman	.40	Correspond with A&M re vendor inquiry.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

12 - Content Providers and Vendors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	William Guerrieri	2.20	Correspond with A&M re various vendor and creditor issues (.8); review and respond to correspondence re same (1.1); review and analyze issues re same (.3).
10/09/13	Jessica Peet	.40	Review and revise notice of presentment re contract termination stipulation (.3); correspond with working group re same (.1).
10/14/13	Neil E Walther	.20	Correspond with A&M re vendor issues.
10/15/13	Neil E Walther	.40	Correspond with A&M and vendor counsel re administrative claim demand.
10/16/13	Neil E Walther	.40	Correspond with A&M, K&E teams re vendor inquiries.
10/16/13	Melissa Koss	.50	Correspond with Texas Department of Education re assumption of certain contracts.
10/16/13	Melissa Koss	.40	Correspond re contract termination stipulation.
10/19/13	Neil E Walther	.20	Correspond with working group re vendor inquiries.
10/20/13	Alexandra Schwarzman	.30	Review and respond to vendor inquiry.
10/22/13	Neil E Walther	1.00	Review and analyze vendor inquiries (.4); correspond with A&M and K&E teams re same (.6).
10/22/13	Angela Snell	.70	Review and analyze administrative expense motion (.5); office conference with A. Schwarzman re same (.1); correspond with S. Anchin re same (.1).
10/23/13	Angela Snell	.20	Correspond with S. Anchin re administrative expense motion (.1); review motion re deadline for objections (.1).
10/23/13	William Guerrieri	1.00	Telephone conference with A&M team re vendor issues.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

12 - Content Providers and Vendors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Alexandra Schwarzman	.60	Telephone conference with A. Snell and S. Anchin re administrative expense claim (.2); correspond with A. Snell re same (.1); review and analyze reconciliation report re same (.3).
10/25/13	William Guerrieri	.60	Telephone conference with company re vendor amendment.
10/26/13	William Guerrieri	.70	Review and revise settlement document re vendor issues.
10/28/13	Neil E Walther	1.10	Review and analyze issues re vendor motion for payment of administrative claims (.7); correspond with working group re same (.4).
10/28/13	Alexandra Schwarzman	.40	Office conference with N. Walther re administrative expense claim motion.
10/29/13	Neil E Walther	.40	Correspond with A&M re vendor inquiries.
10/29/13	Alexandra Schwarzman	.40	Review and analyze administrative expense claim motion (.1); review and analyze reconciliation report re same (.2); correspond with N. Walther re same (.1).
10/29/13	Melissa Koss	.80	Correspond with Milbank and DPW re contract termination stipulation (.5); correspond with K&E team re same (.3).
10/29/13	William Guerrieri	.70	Review and respond to correspondence with vendor re bar date.
10/30/13	Neil E Walther	1.40	Correspond and telephone conference with A&M re vendor issues (.6); review and revise communication re same (.8).
10/30/13	Alexandra Schwarzman	.20	Review and respond to vendor inquiry.
10/30/13	William Guerrieri	.80	Correspond with N. Walther re vendor amendment.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

12 - Content Providers and Vendors

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Neil E Walther	1.30	Correspond and telephone conferences with working group re vendor and cure issues (.9); correspond with working group and company re settlement approval issues (.4).
10/31/13	William Guerrieri	1.10	Correspond with A&M team re executory contract schedule process (.4); review and analyze issues re administrative claims of vendor (.7).
		32.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195689
Client Matter: 15222-13

In the matter of Corporate and Securities Issues

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 41,432.00

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 41,432.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

13 - Corporate and Securities Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher T Greco	7.20	735.00	5,292.00
William Guerrieri	2.10	715.00	1,501.50
Jonathan S Henes, P.C.	2.40	1,025.00	2,460.00
Melissa Koss	9.60	630.00	6,048.00
Ross M Kwasteniet	11.80	840.00	9,912.00
Christopher Marcus, P.C.	4.00	895.00	3,580.00
Jessica Peet	1.90	495.00	940.50
Jessica A Silverman	3.50	495.00	1,732.50
Jenna Ward	12.70	430.00	5,461.00
Andrea Weintraub	9.10	495.00	4,504.50
TOTALS	64.30		\$41,432.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

13 - Corporate and Securities Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher T Greco	.90	Review and revise board minutes (.6); correspond with A. Weintraub re same (.3).
10/01/13	Andrea Weintraub	1.10	Draft and revise 9/26 board minutes (.6); review and revise 8/16 board minutes (.5).
10/01/13	Ross M Kwasteniet	2.10	Review and revise board minutes.
10/02/13	Ross M Kwasteniet	1.20	Review and revise board minutes.
10/14/13	Andrea Weintraub	2.60	Correspond with R. Kwasteniet re board minutes (.2); review and revise board minutes from 8/16, 9/18, and 9/26 (2.4).
10/14/13	Ross M Kwasteniet	3.50	Review and revise board minutes (3.1); correspond re upcoming board meetings (.4).
10/14/13	William Guerrieri	1.30	Review and revise board minutes.
10/16/13	Christopher Marcus, P.C.	.70	Review and analyze Board meeting materials.
10/16/13	Andrea Weintraub	1.70	Review and revise board minutes (1.1); correspond with K. Carson re same (.3); Internal team conference re case status (.3).
10/16/13	Jessica A Silverman	1.50	Prepare for and participate in office conference re board meeting and assignments going forward (1.0); draft and revise timeline re same (.5).
10/16/13	Ross M Kwasteniet	3.20	Review and revise materials for board meeting and prepare for same.
10/16/13	Melissa Koss	3.70	Prepare case summary update for board meeting (2.1); review and revise timeline re same (.7); correspond with J. Silverman re same (.4); correspond with C. Greco re same (.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

13 - Corporate and Securities Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Christopher T Greco	2.90	Participate in board telephone conference re case update and business update (1.3); prepare materials re same and correspond re same (1.2); review and analyze minutes re conference (.4).
10/17/13	Christopher Marcus, P.C.	1.50	Prepare for and participate in board meeting (1.0); telephone conference with K. Carson re governance (.5).
10/17/13	Jessica Peet	.80	Prepare for and participate in telephone conference with board.
10/17/13	Andrea Weintraub	1.00	Correspond with J. Ward re board minutes (.2); telephone conference with board (.8).
10/17/13	Jenna Ward	.70	Telephone conference with J. Henes, C. Greco, R. Dattilo, M. Koss, A. Weintraub, and J. Silverman re board meeting and case update.
10/17/13	Jessica A Silverman	2.00	Review and revise documents re board meeting (1.2); telephone conference with board (.8).
10/17/13	Melissa Koss	1.80	Review, revise and distribute materials for board telephone conference (.8); correspond with K&E team re same (.2); prepare for and participate in board telephone conference (.8).
10/23/13	Jenna Ward	.50	Review and revise board minutes.
10/23/13	Jenna Ward	3.00	Review and revise notes re board meeting (1.5); draft and revise board minutes (1.5).
10/24/13	Jenna Ward	.70	Review and revise minutes.
10/25/13	Christopher T Greco	.70	Review and draft correspondence with board of directors re exclusivity hearing and next steps.
10/25/13	Andrea Weintraub	1.10	Review and revise 10/17 board minutes.
10/29/13	Andrea Weintraub	.40	Review and revise 10/18 board minutes.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

13 - Corporate and Securities Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Christopher Marcus, P.C.	.70	Review and analyze Board presentation.
10/30/13	Jonathan S Henes, P.C.	.70	Review and analyze Board presentation.
10/30/13	Melissa Koss	1.50	Prepare board presentation re Stamford relocation motion (.8); review and revise board slides re same (.7).
10/31/13	Christopher T Greco	2.70	Prepare for and participate in board telephone conference re chapter 11 update and business update (1.3); prepare for same (.7); correspondence re board minutes (.7).
10/31/13	Christopher Marcus, P.C.	1.10	Telephone conference with Board re case issues.
10/31/13	Jessica Peet	1.10	Prepare for and participate in board telephone conference.
10/31/13	Andrea Weintraub	1.20	Telephone conference with board.
10/31/13	Jenna Ward	1.20	Prepare for and participate in telephonic board meeting.
10/31/13	Jenna Ward	6.60	Draft and revise board meeting minutes.
10/31/13	Ross M Kwasteniet	1.80	Prepare for and participate in board telephone conference.
10/31/13	Jonathan S Henes, P.C.	1.70	Telephone conference with Board re case issues (1.1); prepare for same (.6).
10/31/13	Melissa Koss	2.60	Prepare for and participate in board telephone conference re Stamford relocation plan, mediation issues and business update (1.4); prepare for same (1.2).
10/31/13	William Guerrieri	.80	Review and analyze materials re board meeting.
		64.30	TOTAL HOURS

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

13 - Corporate and Securities Issues

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195690
Client Matter: 15222-14

In the matter of **Creditor-Shareholder Inquiries**

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 2,819.50
---	-------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 2,819.50
---	-------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

14 - Creditor-Shareholder Inquiries

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jason Gott	.20	495.00	99.00
William Guerrieri	1.30	715.00	929.50
Melissa Koss	.30	630.00	189.00
Ross M Kwasteniet	.30	840.00	252.00
Maureen McCarthy	1.30	315.00	409.50
Jessica Peet	.50	495.00	247.50
Jessica A Silverman	.40	495.00	198.00
Andrea Weintraub	1.00	495.00	495.00
TOTALS	5.30		\$2,819.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

14 - Creditor-Shareholder Inquiries

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Andrea Weintraub	.20	Correspond with creditor re claim process.
10/04/13	Maureen McCarthy	.30	Telephone conferences with creditors re filing of proof of claim (.2); correspond with Donlin Recano re same (.1).
10/07/13	Maureen McCarthy	.40	Telephone conferences with creditors re bar date and proof of claim materials received in mail (.3); correspond with Donlin Recano re same (.1).
10/08/13	Andrea Weintraub	.30	Correspond re creditor inquiry.
10/08/13	Ross M Kwasteniet	.30	Correspond to creditor inquiry re outstanding invoices and payment terms.
10/09/13	Jessica Peet	.50	Telephone conference with various creditors re proof of claim form questions.
10/15/13	Andrea Weintraub	.20	Correspond with creditor re inquiry.
10/18/13	William Guerrieri	1.30	Correspond with creditors re orders for omnibus hearing.
10/21/13	Jason Gott	.20	Telephone conference and correspondence re inquiry from creditor.
10/21/13	Melissa Koss	.30	Correspond with A&M re creditor inquiry.
10/28/13	Jessica A Silverman	.40	Telephone conference with potential claimants re proofs of claim questions.
10/29/13	Andrea Weintraub	.30	Telephone conference with creditor re claims inquiry.
10/29/13	Maureen McCarthy	.30	Review and analyze list of telephone conferences from creditors (.1); correspond with Donlin Recano re updated list of telephone conferences from creditors (.2).
10/30/13	Maureen McCarthy	.30	Correspond with M. Rommel re telephone conference for creditors re bar date notice.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

14 - Creditor-Shareholder Inquiries

Date **Timekeeper**

Hours **Description**

5.30 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195692
Client Matter: 15222-16

In the matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 347,053.50
---	---------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 347,053.50
---	---------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	.40	495.00	198.00
Ryan Dattilo	8.80	630.00	5,544.00
Beth Friedman	1.50	335.00	502.50
Jacob Goldfinger	25.40	305.00	7,747.00
Jason Gott	5.40	495.00	2,673.00
Christopher T Greco	35.00	735.00	25,725.00
William Guerrieri	55.40	715.00	39,611.00
Jonathan S Henes, P.C.	105.70	1,025.00	108,342.50
Jason Kanner	10.00	965.00	9,650.00
Andrew A Kassof, P.C.	.80	945.00	756.00
Melissa Koss	48.60	630.00	30,618.00
Ross M Kwasteniet	37.30	840.00	31,332.00
Christopher Marcus, P.C.	33.30	895.00	29,803.50
Jessica Peet	5.80	495.00	2,871.00
Laura Saal	7.00	285.00	1,995.00
Jessica A Silverman	65.80	495.00	32,571.00
Angela Snell	.90	495.00	445.50
James H M Sprayregen, P.C.	.80	1,125.00	900.00
Jenna Ward	10.80	430.00	4,644.00
Andrea Weintraub	14.20	495.00	7,029.00
Jeffrey J Zeiger	4.90	825.00	4,042.50
Factual Research	.20	265.00	53.00
TOTALS	478.00		\$347,053.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher Marcus, P.C.	.50	Telephone conference with W. Guerrieri re plan.
10/01/13	Andrea Weintraub	1.60	Review and analyze DPW and Katten comments to the disclosure statement (.4); correspond with A&M and Lazard re disclosure statement (.3); review and revise disclosure statement re DPW comments (.9).
10/01/13	Jessica A Silverman	9.00	Office conference with R. Dattilo re motion to extend exclusivity (.4); revise same (3.9); research, analyze precedent re same (3.1); review, analyze memorandum re exclusivity (1.6).
10/01/13	Ross M Kwasteniet	1.10	Review and analyze proposed redactions to Willkie report (.8); correspond re Willkie report (.3).
10/01/13	Jonathan S Henes, P.C.	5.30	Review and analyze issues re plan (2.8); correspond with K&E team, creditors re same (2.5).
10/01/13	Melissa Koss	.80	Correspond with litigation team re plan discovery issues (.4); correspond with Donlin Recano re revisions to disclosure statement timeline (.4).
10/01/13	William Guerrieri	3.80	Review and revise plan and disclosure statement.
10/02/13	Christopher T Greco	1.20	Correspond re plan and disclosure statement filing and exhibits to same (.6); correspond re valuation of ripe issues and Lazard analysis re same (.6).
10/02/13	Christopher Marcus, P.C.	3.20	Telephone conference re plan and disclosure statement (1.2); prepare for and participate in telephone conference (.5); telephone conference re ripeness of issues (1.0); review and analyze correspondence re second lien trustee violations (.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Andrea Weintraub	1.80	Review and identify open items in disclosure statement per comments to plan (.4); telephone conference re disclosure statement and plan open items with C. Marcus and W. Guerrieri (.6); review and revise disclosure statement (.8).
10/02/13	Jessica A Silverman	3.00	Draft, review and revise exclusivity motion.
10/02/13	Jonathan S Henes, P.C.	3.10	Telephone conference re plan and disclosure statement (1.2); prepare for and participate in telephone conference (.5); telephone conference re ripeness of issues (1.4).
10/02/13	Jacob Goldfinger	2.30	Review and analyze precedent re plans, disclosure statements and release provisions and correspond re same.
10/02/13	Melissa Koss	1.20	Review and analyze revised plan and disclosure statement.
10/02/13	William Guerrieri	5.80	Review and revise plan and disclosure statement (4.4); telephone conferences with K&E team re same (.6); correspond re same (.8).
10/03/13	Christopher Marcus, P.C.	2.10	Telephone conference with DPW re plan and disclosure statement (.5); telephone conference with STB re plan (.4); review and revise plan and disclosure statement (1.2).
10/03/13	Andrea Weintraub	4.70	Review and revise disclosure statement (1.4); review and revise valuation exhibits (.5); review and prepare disclosure statement for filing (2.0); coordinate filing of plan and disclosure statement (.8).
10/03/13	Travis Bayer	.40	Review and revise disclosure statement exhibit.
10/03/13	Jessica A Silverman	2.00	Review and revise exclusivity motion.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Ross M Kwasteniet	1.60	Review and analyze comments to plan of reorganization (1.2); correspondence re same (.4).
10/03/13	Ross M Kwasteniet	2.10	Review and revise Ocean Tomo insert for disclosure statement re copyrights.
10/03/13	Jonathan S Henes, P.C.	6.10	Review and analyze issues re plan (2.6); correspond with K&E team, creditors re same (3.5).
10/03/13	Jacob Goldfinger	4.30	Review and analyze precedent re disclosure statement and solicitation procedures (1.8); prepare for and participate in plan and disclosure statement (1.7); prepare plan and disclosure statement for filing and coordinate service of same (.8).
10/03/13	Beth Friedman	.60	Review and analyze revised plan and disclosure statement for filing.
10/03/13	Melissa Koss	1.20	Review and analyze revised disclosure statement (.8); correspond re same (.4).
10/03/13	William Guerrieri	5.80	Review and revise plan and disclosure statement (4.1); correspond re finalizing same for filing (.5); telephone conferences with K&E team re same (.4); review, revise exhibits to disclosure statement (.8).
10/04/13	Christopher T Greco	1.10	Correspondence re plan and DS filings and review and analyze same (.7); correspond with B. Friedman re filings re copyrights and disputed assets (.4).
10/04/13	Christopher Marcus, P.C.	3.50	Review and analyze plan and disclosure statement.
10/04/13	Ross M Kwasteniet	3.70	Review and analyze revised drafts of plan and disclosure statement (2.3); review and analyze revised expert report (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	Jonathan S Henes, P.C.	4.70	Review and analyze issues re plan (1.2); correspond with K&E team, creditors re same (3.5).
10/04/13	Jacob Goldfinger	1.80	Prepare liquidation analysis for filing and coordinate service of same (.3); prepare binders of disclosure statement materials (1.5).
10/04/13	Beth Friedman	.30	Telephone conference with chambers re scheduling issues and correspond re same.
10/04/13	Melissa Koss	1.10	Correspond re revised disclosure statement and service of same (.7); correspond re revised plan discovery schedule (.4).
10/04/13	William Guerrieri	3.80	Review and revise plan and disclosure statement.
10/06/13	William Guerrieri	.70	Correspond with client, K&E team re plan and disclosure statement.
10/07/13	Christopher T Greco	3.70	Review and revise exclusivity extension motion (2.4); review and analyze precedent re same (.7); correspond with J. Henes and others re RSA update and next steps (.6).
10/07/13	Christopher Marcus, P.C.	5.10	Telephone conference with J. Henes and R. Kwasteniet re strategy discussions (.4); review and analyze second lien trustee issues (1.0); review and analyze mediation issues (2.4); telephone conference re RSA and plan filing (1.0); telephone conference with R. Kwasteniet re strategy (.3).
10/07/13	Jason Gott	2.20	Review and analyze precedent re claim amounts (1.6); review and analyze Lazard expert report re enterprise value (.6).
10/07/13	Jessica A Silverman	.80	Office conference with C. Greco re motion to extend exclusivity.
10/07/13	Jessica A Silverman	4.80	Review and revise motion to extend exclusivity (3.3); research, analyze precedent re same (1.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	Jeffrey J Zeiger	2.20	Review and comment on draft Lazard report.
10/07/13	Ross M Kwasteniet	1.40	Review and analyze caselaw research re enterprise value.
10/07/13	Jonathan S Henes, P.C.	6.20	Telephone conference with C. Marcus and R. Kwasteniet re strategy discussions (.4); review and analyze second lien trustee issues (1.0); telephone conference re RSA and plan filing (1.0); telephone conference with R. Kwasteniet re strategy (.3); review and respond to correspondence re plan (3.5).
10/07/13	Melissa Koss	.40	Correspond with C. Greco and W. Guerrieri re solicitation timeline.
10/07/13	William Guerrieri	4.80	Review and revise plan and disclosure statement (3.1); review and revise Lazard valuation summary (1.7).
10/08/13	Christopher T Greco	2.80	Review and revise motion to extend exclusivity (2.6); distribute same to K&E team for review (.2).
10/08/13	Jessica Peet	.40	Review and revise disclosure statement (.3); correspond with M. Koss re same (.1).
10/08/13	Jessica A Silverman	7.00	Review and revise motion to extend exclusivity (4.8); research, analyze precedent re same (1.7); correspond with C. Greco re same (.5).
10/08/13	Jeffrey J Zeiger	.20	Review and revise press release and talking points re termination of RSA.
10/08/13	Jonathan S Henes, P.C.	6.70	Review and analyze second lien trustee issues (.6); telephone conference re RSA and plan filing (1.0); telephone conference with R. Kwasteniet re strategy (.3); review and respond to correspondence re plan (4.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	Melissa Koss	1.90	Correspond with K&E team re potential breach of RSA (.4); review and comment on revisions to disclosure statement order (.5); correspond with J. Peet re same (.3); review and analyze amended plan and disclosure statement re same (.7).
10/08/13	William Guerrieri	4.80	Review and revise plan and disclosure statement (3.1); review and revise Lazard valuation summary (1.7).
10/08/13	Andrew A Kassof, P.C.	.80	Review and analyze Lazard report.
10/08/13	James H M Sprayregen, P.C.	.40	Review and analyze strategy and tactics re plan issues.
10/09/13	Christopher T Greco	1.80	Review and revise motion to extend exclusivity (1.4); correspond with R. Dattilo and J. Silverman re same (.4).
10/09/13	Ryan Dattilo	3.10	Review and revise exclusivity motion (2.2); review and analyze precedent re same (.5); office conference, correspondence with J. Silverman re same (.4).
10/09/13	Jessica A Silverman	1.00	Review and revise motion to extend exclusivity.
10/09/13	Ross M Kwasteniet	1.00	Review and analyze exclusivity motion.
10/09/13	Jonathan S Henes, P.C.	2.90	Telephone conference re plan filing (1.0); telephone conference with R. Kwasteniet re strategy (.1); review and respond to correspondence re plan (1.8).
10/09/13	Melissa Koss	.80	Review and revise disclosure statement order (.4); review and analyze exclusivity motion (.4).
10/09/13	William Guerrieri	4.20	Review and analyze creditor comments to plan and disclosure statement (3.2); review and revise motion re exclusivity (1.0).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	Christopher T Greco	6.90	Review and revise motion to extend exclusivity (4.1); correspond with J. Henes and others re comments and revisions to same (1.7); correspond with R. Dattilo re same (.8); distribute correspondence to Board (.3).
10/10/13	Jessica Peet	.40	Office conference with M. Koss re solicitation.
10/10/13	Andrea Weintraub	3.20	Research re distribution agents under chapter 11 plan (2.6); draft summary analysis re same (.6).
10/10/13	Jason Gott	.30	Review and revise joint plan of reorganization.
10/10/13	Ryan Dattilo	2.80	Review and revise exclusivity motion (2.2); correspond with C. Greco and R. Kwasteniet re same (.2); prepare same for filing (.4).
10/10/13	Ross M Kwasteniet	2.70	Review and analyze comments to plan and disclosure statement (1.3); telephone conferences re same with K&E team (.4); prepare for and participate in telephone conference with lender advisors re same (1.0).
10/10/13	Jonathan S Henes, P.C.	4.50	Telephone conference re plan filing (1.0); telephone conference with R. Kwasteniet re strategy (.1); review and respond to correspondence re plan (3.4).
10/10/13	Jacob Goldfinger	3.20	Search precedent re disclosure statements and solicitation procedures.
10/10/13	Beth Friedman	.60	Review and analyze pending issues with C. Greco and review revised plan and disclosure statement.
10/10/13	Laura Saal	.90	Prepare for and electronic filing of exclusivity motion and coordinate service of same.
10/10/13	Melissa Koss	1.40	Review and revise charging lien research (.9); correspond with A. Weintraub re same (.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	William Guerrieri	1.40	Review and revise documents re Lazard valuation (.7); correspond with Lazard, K&E team re same (.7).
10/10/13	William Guerrieri	2.20	Review and analyze issues re plan and disclosure statement.
10/11/13	Jason Gott	.80	Review and revise joint plan of reorganization.
10/11/13	Ross M Kwasteniet	2.20	Review and analyze open plan issues and materials re economic impact of same.
10/11/13	Jonathan S Henes, P.C.	2.60	Telephone conference re plan filing (1.0); telephone conference with R. Kwasteniet and C. Marcus re strategy (.1); review and respond to correspondence re plan (1.5).
10/11/13	Laura Saal	1.50	Prepare plan and disclosure statement documents for W. Guerrieri.
10/11/13	William Guerrieri	1.50	Review and revise plan and disclosure statement.
10/12/13	William Guerrieri	.60	Review and analyze plan issues.
10/14/13	Jessica Peet	.70	Review and revise disclosure statement order and exhibits (.4); correspond with working group re same (.1); telephone conference with working group re same (.2).
10/14/13	Ross M Kwasteniet	.80	Review and analyze committee arguments re substantive consolidation.
10/14/13	Ross M Kwasteniet	2.10	Review and analyze economic impact of different outcomes of open issues.
10/14/13	Jacob Goldfinger	3.50	Search precedent re treatment of deficiency claims and correspond with working group.
10/14/13	William Guerrieri	2.10	Review and revise plan and disclosure statement.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Ross M Kwasteniet	2.00	Prepare for and participate in telephone conference with Lazard re economic impact of different litigation outcomes.
10/15/13	Jacob Goldfinger	2.80	Review and analyze plans and ballots re treatment of classes of claimants and correspond with working group.
10/15/13	Melissa Koss	2.00	Correspond re revisions to plan discovery schedule (1.2); review and revise same (.8).
10/15/13	William Guerrieri	2.40	Telephone conference with Lazard and K&E re various valuation issues (1.4); prepare for same (1.0).
10/16/13	Jessica Peet	.70	Review and revise disclosure statement order (.6); correspond with working group re same (.1).
10/16/13	Jason Gott	.80	Review and analyze precedent re claims sizing issues (.2); review and analyze Lazard expert report (.6).
10/16/13	Jeffrey J Zeiger	1.30	Review, analyze and comment on draft expert report re total enterprise value.
10/16/13	Jonathan S Henes, P.C.	3.90	Review and respond to correspondence re plan issues.
10/16/13	Melissa Koss	1.40	Review and comment on revised disclosure statement order and solicitation materials (.9); correspond with J. Peet re same (.3); correspond with W. Guerrieri re same (.2).
10/16/13	William Guerrieri	1.10	Review and analyze issues re Lazard valuation report.
10/17/13	Christopher Marcus, P.C.	1.20	Review and analyze lender plan comments.
10/17/13	Ryan Dattilo	.80	Office conference with J. Ward re substantive consolidation research (.3); review and analyze same (.5)

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Jessica A Silverman	2.00	Review and revise reply in support of exclusivity motion.
10/17/13	Jonathan S Henes, P.C.	3.10	Review and analyze lender plan comments (1.2); telephone conference with working group re various restructuring issues (1.9).
10/17/13	Melissa Koss	.40	Review and analyze Milbank comments to plan.
10/17/13	Melissa Koss	.60	Correspond with J. Silverman re preparation of disclosure statement reply (.2); review and analyze precedent re same (.3); correspond with L. Saal re same (.1).
10/17/13	William Guerrieri	1.80	Review and revise plan and disclosure statement.
10/18/13	Christopher Marcus, P.C.	3.50	Participate in multiple office conferences with Committee and K&E team.
10/18/13	Jessica A Silverman	.50	Review and revise Committee's objections to extension of exclusivity.
10/18/13	Angela Snell	.50	Review and analyze disclosure statement.
10/18/13	Ross M Kwasteniet	1.50	Review and analyze committee objection to exclusivity extension.
10/18/13	Jonathan S Henes, P.C.	7.10	Participate in multiple office conferences with Committee and K&E team (1.1); review and analyze restructuring issues. (3.8); telephone conferences with creditors re restructuring strategy (2.2).
10/18/13	Melissa Koss	1.30	Review and analyze exclusivity objections (.9); correspond with K&E team re same (.4).
10/18/13	Jason Kanner	3.00	Review and revise term loan term sheet.
10/19/13	Jeffrey J Zeiger	.30	Review and analyze objection to extension of exclusivity.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/19/13	Melissa Koss	1.90	Research re reply to objection to exclusivity motion (1.2); draft summary re same (.7).
10/20/13	Christopher T Greco	1.90	Review and analyze exclusivity objections from Committee (1.2); correspond with K&E team re reply to same (.7).
10/20/13	Christopher Marcus, P.C.	1.00	Review and analyze correspondence re exclusivity and telephone conference with R. Kwasteniet re same.
10/20/13	Jessica A Silverman	4.50	Review and draft reply to Committee's objection to extension of exclusivity.
10/20/13	Jeffrey J Zeiger	.40	Review and revise insert for reply in support of exclusivity extension re discovery issues.
10/20/13	Ross M Kwasteniet	3.50	Review and analyze Committee objection to exclusivity motion and review and draft outline of reply.
10/20/13	Jonathan S Henes, P.C.	2.20	Review and analyze issues re exclusivity and plan negotiations.
10/20/13	Melissa Koss	3.60	Telephone conference with J. Silverman re reply to Committee's objection to exclusivity motion (.6); review and draft outline re same (2.1); research re same (.9).
10/20/13	William Guerrieri	1.00	Review and revise disclosure statement and trust agreement.
10/21/13	Christopher T Greco	1.30	Correspond with J. Silverman and M. Koss re exclusivity reply brief (.6); research issues re same (.7).
10/21/13	Christopher Marcus, P.C.	3.00	Review and analyze correspondence re exclusivity and telephone conference with R. Kwasteniet re same (.6); telephone conferences with Milbank re exclusivity (1.0); correspond with J. Henes re exclusivity (.4); review and analyze exclusivity reply (1.0).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/21/13	Jenna Ward	3.70	Review and analyze exclusivity motion draft (.8); research re precedent cases re exclusivity extensions (2.9).
10/21/13	Jenna Ward	.10	Office conference with R. Dattilo re substantive consolidation research.
10/21/13	Jessica A Silverman	7.00	Draft, review and revise reply to objection to exclusivity (4.1); research law, precedent re same (2.4); correspondence with K&E team re same (.5).
10/21/13	Jonathan S Henes, P.C.	4.10	Review and analyze correspondence re exclusivity (1.6); telephone conferences with Milbank re exclusivity (1.0); correspond with C. Marcus re exclusivity (.4); review and analyze exclusivity reply (1.1).
10/21/13	Laura Saal	2.10	Compile exclusivity extension orders and forward same to M. Koss.
10/21/13	Melissa Koss	6.20	Office conference with C. Greco re reply to Committee's objection to exclusivity motion (.4); office conference with J. Silverman re revisions to same (.3); draft, review and revise exclusivity reply (5.2); correspond with K&E team re same (.3).
10/21/13	William Guerrieri	2.60	Review and revise disclosure statement order and plan.
10/21/13	Factual Research	.20	Research re CUSIP information.
10/22/13	Christopher T Greco	5.50	Review and revise exclusivity reply brief (2.6); research arguments and legal standards re same (1.3); correspond with J. Henes re same (.4); review and analyze comments re scheduling order (1.2).
10/22/13	Christopher Marcus, P.C.	2.20	Review and analyze Milbank draft exclusivity reply (.5); review and revise exclusivity response (1.7).
10/22/13	Jessica Peet	.20	Review and revise disclosure statement order.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Jessica A Silverman	3.00	Review and revise reply to objection to exclusivity.
10/22/13	Jeffrey J Zeiger	.50	Review and revise reply in support of extension of exclusivity.
10/22/13	Ross M Kwasteniet	3.50	Review and revise exclusivity reply (2.9); correspondence with K&E team re same (.6).
10/22/13	Jonathan S Henes, P.C.	2.90	Review and respond to correspondence re plan issues (1.9); review and revise exclusivity response (1.0).
10/22/13	Melissa Koss	6.70	Correspond with J. Silverman re revisions to exclusivity reply (.5); review and revise exclusivity reply (3.2); research re same (2.1); correspond with K&E team re same (.4); correspond with Donlin Recano re revised disclosure statement order (.3); correspond with J. Peet re same (.2).
10/22/13	William Guerrieri	1.30	Review and analyze issues re plan and disclosure statement.
10/22/13	James H M Sprayregen, P.C.	.40	Review and analyze issues re plan tactics.
10/23/13	Christopher T Greco	3.80	Review and revise exclusivity reply brief (3.2); review, finalize same and coordinate filing (.6).
10/23/13	Jessica Peet	.90	Correspond with working group re disclosure statement order (.3); telephone conference with DRC re solicitation procedures (.6).
10/23/13	Jessica A Silverman	2.00	Review and revise reply to objection to exclusivity.
10/23/13	Ross M Kwasteniet	1.80	Review and revise exclusivity reply.
10/23/13	Jonathan S Henes, P.C.	3.70	Telephone conferences with working group re plan issues (1.5); review and analyze plan and disclosure statements comments (2.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Laura Saal	1.10	Prepare for and electronic filing of reply to exclusivity objection (1.0); coordinate service of same (.1).
10/23/13	Melissa Koss	4.80	Prepare for and participate in internal K&E telephone conference re exclusivity reply (.3); review and revise reply (1.8); review and finalize same for filing (1.1); prepare for and participate in telephone conference with Donlin Recano re disclosure statement order and solicitation materials (.4); review and revise same (1.2).
10/24/13	Christopher Marcus, P.C.	.20	Review and analyze correspondence re exclusivity.
10/24/13	Jason Gott	1.30	Research precedent re trust structures in chapter 11 plans.
10/24/13	Ryan Dattilo	.70	Prepare for and participate in office conference with K&E team and Committee re substantive consolidation.
10/24/13	Jenna Ward	1.00	Prepare for and participate in office conference with C. Marcus and R. Dattilo re substantive consolidation re Committee meeting.
10/24/13	Jonathan S Henes, P.C.	3.70	Telephone conferences with working group re plan issues (1.5); review and analyze plan and disclosure statements comments (2.2).
10/25/13	Christopher Marcus, P.C.	.40	Review and analyze correspondence re exclusivity hearing.
10/25/13	Jessica A Silverman	2.00	Prepare for and participate in telephone conference re exclusivity motion, related filings.
10/25/13	Jonathan S Henes, P.C.	5.40	Telephone conferences with working group re plan issues (1.8); review and analyze plan and disclosure statements comments (2.2); review and respond to correspondence re same (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	William Guerrieri	1.50	Review and respond to correspondence re plan and disclosure statement.
10/26/13	Jonathan S Henes, P.C.	2.30	Review and analyze plan and restructuring strategy issues (1.8); telephone conferences re same (.5).
10/27/13	Jonathan S Henes, P.C.	1.40	Review and analyze plan and restructuring strategy issues (.8); telephone conferences re same (.6).
10/28/13	Christopher Marcus, P.C.	1.20	Review and analyze plan and disclosure statements comments.
10/28/13	Angela Snell	.40	Review and analyze disclosure statement.
10/28/13	Jonathan S Henes, P.C.	3.10	Review and analyze plan and disclosure statements comments (1.2); review and respond to correspondence re same (1.9).
10/28/13	William Guerrieri	2.20	Review and analyze issues re plan and disclosure statement.
10/29/13	Christopher Marcus, P.C.	.40	Review and analyze lender plan comments.
10/29/13	Jessica Peet	1.20	Telephone conference with DRC re solicitation (.5); review and revise disclosure statement order and exhibits (.6); correspond with working group re same (.1).
10/29/13	Andrea Weintraub	.40	Telephone conference re scheduling and disclosure statement order.
10/29/13	Jenna Ward	.20	Office conference with M. Koss, J. Silverman, J. Peet to discuss disclosure statement reply.
10/29/13	Jenna Ward	4.40	Research various issues re disclosure statement reply (2.6); correspond with L. Saal re precedent re same (.3); review and analyze precedent re same (1.5).
10/29/13	Jessica A Silverman	1.20	Office conference with M. Koss and J. Ward re disclosure statement reply and research issues re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Ross M Kwasteniet	1.40	Review and analyze plan comments from Milbank (.4); review and analyze draft analysis from Lazard re impact of outcome of mediation issues (.8); office conference re Apax plan objections (.2).
10/29/13	Jonathan S Henes, P.C.	6.70	Review and analyze plan and disclosure statements comments (1.2); review and respond to correspondence re same (3.9); telephone conferences re same (1.6).
10/29/13	Jacob Goldfinger	1.40	Search precedent re disclosure statement hearing transcripts, solicitation procedures.
10/29/13	Laura Saal	1.40	Compile precedent disclosure statement replies (.5); prepare draft shell for DS reply and forward (.9).
10/29/13	Melissa Koss	5.60	Review and analyze Donlin Recano revisions to disclosure statement order and solicitation materials (1.1); telephone conference with Donlin Recano re same (.6); office conference with J. Peet re same (.3); correspond with Donlin Recano re same (.3); office conference with J. Silverman, J. Peet and J. Ward re disclosure statement reply (.4); correspond re same (.4); research re various issues re same (2.1); telephone conference with K&E team re plan discovery and related issues (.4).
10/29/13	Jason Kanner	3.00	Telephone conference re term sheets (.6); review and revise same (2.4).
10/30/13	Christopher T Greco	1.60	Telephone conference with K&E team re preparation for disclosure statement reply brief (1.3); correspond with M. Koss re same (.3).
10/30/13	Christopher Marcus, P.C.	1.80	Review and analyze disclosure statement order (1.0); review and analyze comment to disclosure statement (.8).
10/30/13	Andrea Weintraub	1.90	Review and revise disclosure statement.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Jessica A Silverman	8.00	Draft and revise reply to disclosure statement objections (4.7); research re multiple issues re same (2.6); correspond, telephone conferences re same (.7).
10/30/13	Ross M Kwasteniet	1.80	Review and analyze comments from various parties to plan and disclosure statement.
10/30/13	Jonathan S Henes, P.C.	5.60	Review and analyze disclosure statement issues (2.5); telephone conferences with K&E team, creditors re plan and disclosure statement (1.8); review and revise plan (1.3).
10/30/13	Jacob Goldfinger	2.30	Search precedent re replies to disclosure statement objections.
10/30/13	Melissa Koss	1.90	Review and revise disclosure statement order and solicitation materials.
10/30/13	Jason Kanner	2.00	Review and revise term sheets.
10/31/13	Christopher T Greco	3.40	Telephone conference with S. Golden and B. Curtin re comments to disclosure statement (.5); correspond with K&E team re trustee's comments and potential solutions re same (1.1); office conference with K&E team re preparation for disclosure statement objections and reply brief (1.4); correspond with team re same (.4).
10/31/13	Christopher Marcus, P.C.	4.00	Review and analyze lender plan comments and telephone conference with lenders re same (2.1); telephone conference with R. Kwasteniet re lender comments (.3); review and analyze correspondence re UST disclosure statement comments (.3); review and analyze plan and disclosure statement (1.3).
10/31/13	Jessica Peet	1.30	Office conference with working group re disclosure statement objections (.6); research and review precedent re same (.6); correspond with working group re same (.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Andrea Weintraub	.60	Telephone conference with K&E and US Trustee re disclosure statement (.3); telephone conference with R. Kwasteniet and C. Greco re same (.2); office conference with C. Greco re same (.1).
10/31/13	Ryan Dattilo	1.40	Review and analyze U.S. Trustee's comments to disclosure statement (.3); office conference with J. Ward re responses to same (.3); review and analyze precedent re releases and exculpation (.8).
10/31/13	Jenna Ward	1.40	Research disclosure statement ballots (.8); research release and malpractice language (.6).
10/31/13	Jessica A Silverman	8.00	Draft and revise disclosure statement reply (3.6); office conference with J. Henes and R. Kwasteniet re same (.3); research various legal issues re same (2.9); review, analyze precedent replies (1.2).
10/31/13	Ross M Kwasteniet	3.10	Review and analyze comments to plan and disclosure statement and open issues (1.9); prepare for and participate in telephone conference with first lien lender advisors re same (1.2).
10/31/13	Jonathan S Henes, P.C.	8.40	Review and analyze lender plan comments and telephone conference with lenders re same (3.1); review and respond to correspondence re plan and restructuring issues (.9); review and analyze plan and disclosure statement (2.4); telephone conferences with creditors and management re case status (1.4); office conference with K&E team re disclosure statement reply (.6).
10/31/13	Jacob Goldfinger	3.80	Search precedent re disclosure statement and solicitation procedures orders and correspond with working group.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

16 - Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Melissa Koss	3.40	Office conference with J. Henes and K&E team re disclosure statement reply (.6); correspond with J. Silverman, J. Peet and J. Ward re same (.4); research re same (1.4); correspond with Donlin re revised solicitation materials (.4); review and analyze same (.6).
10/31/13	Jason Kanner	2.00	Review and revise term sheets.
		478.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195693
Client Matter: 15222-17

In the matter of Employee Issues

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 45,028.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 45,028.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher T Greco	18.90	735.00	13,891.50
Melissa Koss	16.20	630.00	10,206.00
Ross M Kwasteniet	5.50	840.00	4,620.00
Laura Saal	.90	285.00	256.50
Andrea Weintraub	31.60	495.00	15,642.00
Jeffrey J Zeiger	.50	825.00	412.50
TOTALS	73.60		\$45,028.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	Ross M Kwasteniet	2.80	Review and analyze employee compensation issues (2.4); correspondence re same (.4).
10/14/13	Christopher T Greco	.70	Correspond re Stamford relocation motion and plan (.4); review and analyze details of same (.3).
10/15/13	Christopher T Greco	3.70	Telephone conference with D. Durbin and others re Stamford relocation plan and proposed next steps re same (1.3); correspond with K&E team and A&M re same (.7); research re court approval and precedent re same (1.3); telephone conference with R. Dattilo and team re preparation of motion (.4).
10/15/13	Andrea Weintraub	7.10	Telephone conference with the Company, A&M, and C. Greco re Stamford relocation costs and plan (1.3); correspond with C. Greco re same (.2); review and analyze summary of relocation and plan costs (.5); review and draft Stamford relocation costs and draft motion (2.9); review and draft Durbin declaration in support of same (2.2).
10/15/13	Laura Saal	.90	Compile transcript, decision re plan and supplemental declaration from Global Aviation.
10/16/13	Christopher T Greco	2.70	Telephone conference with D. Durbin and B. Kostorus re Stamford relocation plan (.6); correspond with J. Henes re same (.3); research re motion and preparation of same (1.5); correspond with R. Dattilo re same (.3).
10/16/13	Andrea Weintraub	5.70	Review and draft Stamford relocation costs and plan motion (2.3); review and draft Durbin Declaration re same (3.4).
10/17/13	Andrea Weintraub	1.90	Telephone conference with A&M and R. Dattilo re plan participants (.2); review and revise plan motion (1.3); review and revise declaration to Stamford motion (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/18/13	Andrea Weintraub	1.70	Review and revise Stamford motion (1.1); review and revise declaration re same (.6).
10/18/13	Ross M Kwasteniet	1.40	Review and analyze issues re Stamford relocation.
10/18/13	Melissa Koss	.80	Correspond with R. Dattilo and D. Durbin re Stamford relocation (.5); correspond with R. Dattilo and C. Greco re same (.3).
10/21/13	Christopher T Greco	1.80	Review and revise materials re Stamford relocation plan (1.2); correspond with A&M and the company re same (.6).
10/21/13	Ross M Kwasteniet	.90	Prepare for and participate in telephone conference re employee incentive plans.
10/21/13	Melissa Koss	.50	Prepare for and participate in telephone conference with A&M re sales incentive program (.3); correspond with C. Greco re same (.2).
10/22/13	Andrea Weintraub	2.60	Telephone conference with A&M, K&E, and Towers Watson re Stamford relocation (.5); correspond with R. Dattilo re same (.2); review and revise Stamford motion (1.3); review and revise declaration in support of same (.6).
10/22/13	Jeffrey J Zeiger	.50	Telephone conference with C. Greco, M. Koss, B. Echols, Towers Watson and D. Durbin re relocation program.
10/22/13	Melissa Koss	.70	Prepare for and participate in telephone conference with Towers, A&M and Company re Stamford relocation and employee benefits re same (.5); correspond with K&E team re same (.2).
10/23/13	Christopher T Greco	2.10	Review and revise Stamford relocation motion and provide comments to same (1.6); correspond re Towers review and presentation (.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Melissa Koss	.40	Review and analyze Towers report re Stamford relocation.
10/28/13	Christopher T Greco	1.10	Correspond with Towers, A&M and others re Stamford relocation plan and next steps re same (.7); correspond with M. Koss re same (.4).
10/28/13	Andrea Weintraub	.70	Telephone conference with Towers Watson and K&E re Stamford relocation plan (.3); telephone conference with A&M and K&E re real estate update and Stamford relocation plan (.2); correspond with M. Koss re Stamford relocation motion (.2).
10/28/13	Melissa Koss	2.00	Review and comment on employee relocation benefits (1.4); office conference with A. Weintraub re same (.3); prepare for and participate in telephone conference with Towers Watson re same (.3).
10/29/13	Christopher T Greco	1.90	Review and revise Stamford relocation plan and prepare for board telephone conference re same (1.4); correspond with team re preparation of slides for board and outline for same (.5).
10/29/13	Andrea Weintraub	5.60	Review and revise Stamford relocation motion (4.9); correspond with M. Koss re same (.2); review and draft board deck re Stamford relocation plan (.5).
10/29/13	Ross M Kwasteniet	.40	Prepare for and participate in telephone conference re employee proofs of claim.
10/29/13	Melissa Koss	3.20	Review and comment on Stamford relocation motion (1.2); correspond with A. Weintraub re same (.4); review and comment on declaration (.5); review and revise board slides re same (1.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Christopher T Greco	2.10	Review and analyze board slides re Stamford relocation plan and provide comments re same to M. Koss (1.3); correspond with J. Henes and M. Koss re B. Rieders (.8).
10/30/13	Andrea Weintraub	4.40	Review and revise Stamford plan board presentation (.9); correspond with A&M re Stamford plan (.2); review and revise Stamford motion (1.6); review and revise declaration in support of same (1.7).
10/30/13	Melissa Koss	5.10	Review and revise presentation re Stamford for board meeting (.8); review and revise Stamford relocation motion and declaration (4.3).
10/31/13	Christopher T Greco	2.80	Telephone conference with D. Durbin and others re Stamford relocation plan and preparation of motion re same (.7); review and revise motion draft and provide comments to M. Koss re same (2.1).
10/31/13	Andrea Weintraub	1.90	Office conference with M. Koss re Stamford relocation motion (.2); review and revise same (1.1); review and revise declaration in support of same (.6).
10/31/13	Melissa Koss	3.50	Prepare for and participate in telephone conference re Stamford relocation (.6); office conference with C. Greco re same (.3); correspond with A&M and D. Durbin re same (.2); correspond with A. Weintraub re revisions to same (.4); review and analyze revised motion re same (.6); correspond with C. Greco re same (.2); review and draft summary re employee consultant agreement (.8); review and analyze agreement re same (.4).
		73.60	TOTAL HOURS

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

17 - Employee Issues

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195694
Client Matter: 15222-18

In the matter of Fee & Employment Apps - Objections, K&E

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 27,085.00

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 27,085.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

18 - Fee & Employment Apps - Objections, K&E

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	1.50	495.00	742.50
Beth Friedman	7.70	335.00	2,579.50
Stephen P Garoutte	3.50	190.00	665.00
Jason Gott	3.30	495.00	1,633.50
Allison Graybill	3.00	170.00	510.00
William Guerrieri	5.20	715.00	3,718.00
Alina Jais	5.00	170.00	850.00
Ross M Kwasteniet	5.50	840.00	4,620.00
Christopher Marcus, P.C.	1.00	895.00	895.00
Jessica Peet	1.30	495.00	643.50
Laura Saal	2.30	285.00	655.50
Alexandra Schwarzman	7.30	495.00	3,613.50
Linda A Scussel	6.30	280.00	1,764.00
Jennifer Sladek	3.50	170.00	595.00
Elizabeth A Suehr	1.50	255.00	382.50
Andrea Weintraub	6.50	495.00	3,217.50
TOTALS	64.40		\$27,085.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

18 - Fee & Employment Apps - Objections, K&E

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Beth Friedman	1.30	Review and analyze fees and expenses in preparation of monthly statement.
10/07/13	Andrea Weintraub	6.50	Review and revise invoices re trustee guidelines and applicable protocol.
10/07/13	Travis Bayer	1.30	Review and revise September invoice re trustee guidelines and applicable protocol.
10/07/13	Jason Gott	3.30	Review and revise September invoice re trustee guidelines and applicable protocol.
10/07/13	Alexandra Schwarzman	6.30	Review and revise September invoice re trustee guidelines and applicable protocol.
10/07/13	Beth Friedman	.80	Review and analyze invoices in preparation of monthly fee statement.
10/08/13	Jessica Peet	1.30	Review and revise invoices (1.2); correspond with billing re same (.1).
10/08/13	Travis Bayer	.20	Review and revise September invoice re trustee guidelines and applicable protocol.
10/08/13	Beth Friedman	.80	Review and analyze expense detail in preparation for monthly statement.
10/09/13	Alexandra Schwarzman	.40	Review and analyze conflicts report re supplemental disclosure.
10/09/13	Alina Jais	1.50	Review and analyze supplemental disclosure of certain creditors.
10/09/13	Linda A Scussel	3.20	Prepare parties for conflicts searching for supplemental declaration (.9); research re same (.5); review and analyze disclosure ore same (1.8).
10/10/13	Stephen P Garoutte	3.50	Prepare parties for conflicts searching for supplemental declaration (.9); research re same (.8); review and analyze disclosure ore same (1.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

18 - Fee & Employment Apps - Objections, K&E

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	Jennifer Sladek	3.50	Prepare parties for conflicts searching for supplemental declaration (.9); research re same (.8); review and analyze disclosure ore same (1.8).
10/10/13	Alina Jais	3.50	Prepare parties for conflicts searching for supplemental declaration (.9); research re same (.8); review and analyze disclosure ore same (1.8).
10/10/13	Linda A Scussel	.90	Prepare parties for conflicts searching for supplemental declaration (.3); research re same (.3); review and analyze disclosure ore same (.3).
10/10/13	Beth Friedman	.70	Review and analyze fees and expenses in preparation of monthly statement.
10/11/13	Linda A Scussel	1.10	Prepare parties for conflicts searching for supplemental declaration (.5); research re same (.3); review and analyze disclosure ore same (.3).
10/11/13	Elizabeth A Suehr	1.50	Research re conflicts searching for supplemental declaration (.5); review and analyze disclosure ore same (1.0).
10/11/13	Beth Friedman	.80	Review and analyze fees and expenses.
10/13/13	William Guerrieri	2.10	Review and revise September invoice re bankruptcy rules, trustee guidelines and applicable confidentiality protocol.
10/14/13	Linda A Scussel	.80	Research re conflicts searching for supplemental declaration (.3); review and analyze disclosure ore same (.5).
10/14/13	Beth Friedman	.80	Review and analyze fees and expenses in preparation of monthly statement.
10/14/13	William Guerrieri	2.00	Review and revise September invoice re trustee guidelines and applicable protocol.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

18 - Fee & Employment Apps - Objections, K&E

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Beth Friedman	1.70	Review and analyze expenses and request back up.
10/16/13	Beth Friedman	.80	Review and analyze fees and expenses in preparation for monthly statement.
10/18/13	Ross M Kwasteniet	4.50	Review and revise September fee statement.
10/21/13	Christopher Marcus, P.C.	1.00	Review and revise fee statement.
10/21/13	Alexandra Schwarzman	.60	Review and revise September invoice re trustee guidelines and applicable protocol.
10/21/13	Ross M Kwasteniet	1.00	Review and analyze September fee statement.
10/21/13	Laura Saal	2.30	Prepare fee statement for September (2.1); coordinate service of same (.2)
10/28/13	William Guerrieri	1.10	Correspond with K&E team re supplemental declaration.
10/30/13	Allison Graybill	1.00	Research re conflicts searching for supplemental declaration (.5); review and analyze disclosure ore same (.5).
10/30/13	Linda A Scussel	.30	Research re conflicts searching for supplemental declaration (.2); review and analyze disclosure ore same (.1).
10/31/13	Allison Graybill	2.00	Research re conflicts searching for supplemental declaration (.5); review and analyze disclosure ore same (1.5).
		64.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195695
Client Matter: 15222-19

In the matter of Fee & Empl. Apps-Objections-Other Prof'l

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 16,808.50

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 16,808.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

19 - Fee & Empl. Apps-Objections-Other Prof'l

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Beth Friedman	.70	335.00	234.50
Stephanie D Frye	8.30	255.00	2,116.50
William Guerrieri	6.30	715.00	4,504.50
Daniel Hill	.50	190.00	95.00
Melissa Koss	.50	630.00	315.00
Ross M Kwasteniet	1.40	840.00	1,176.00
Robert Orren	.30	275.00	82.50
Laura Saal	1.80	285.00	513.00
Alexandra Schwarzman	13.50	495.00	6,682.50
Angela Snell	2.20	495.00	1,089.00
TOTALS	35.50		\$16,808.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

19 - Fee & Empl. Apps-Objections-Other Prof'l

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Alexandra Schwarzman	2.10	Review and revise Hilco retention application (1.6); review and revise Ocean Tomo retention application (.3); draft correspondence re OCP declarations of disinterestedness (.2).
10/01/13	Daniel Hill	.50	Prepare string citation re Hilco retention.
10/01/13	Ross M Kwasteniet	1.40	Review and comment on Ocean Tomo retention application (1.3); correspondence and internal conference re same (.1).
10/02/13	Alexandra Schwarzman	2.10	Review and draft Colliers retention application (1.4); research re same (.3); review and revise Ocean Tomo retention application (.4).
10/03/13	Alexandra Schwarzman	1.40	Review and revise Colliers retention application.
10/04/13	Alexandra Schwarzman	.10	Review and revise Ocean Tomo retention application.
10/07/13	Alexandra Schwarzman	.60	Review and revise Ocean Tomo retention application (.2); review and draft correspondence to creditors re same (.3); correspond with W. Guerrieri re same (.1).
10/07/13	Melissa Koss	.50	Correspond with W. Guerrieri re interim compensation procedures and payment to A&M (.2); review and analyze interim compensation procedures re same (.3).
10/07/13	William Guerrieri	1.80	Review and revise retention applications re Hilco Ocean Tomo.
10/08/13	Stephanie D Frye	.30	Review and revise disclosure analysis re previously submitted parties.
10/08/13	William Guerrieri	1.80	Review and revise retention applications re Hilco and Ocean Tomo.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

19 - Fee & Empl. Apps-Objections-Other Prof'l

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Alexandra Schwarzman	.30	Correspond with A&M re OCP report (.1); correspond with OCP's re declarations of disinterestedness (.2).
10/09/13	Stephanie D Frye	.80	Review and analyze disclosures re Committee parties.
10/10/13	Alexandra Schwarzman	.30	Correspond with S. Wash re Ocean Tomo retention application.
10/10/13	Stephanie D Frye	.30	Review and analyze disclosures re parties submitted as professionals.
10/10/13	Robert Orren	.30	Prepare and compile declaration of disinterestedness.
10/11/13	Beth Friedman	.70	Review and compile retention for Ocean Tomo and arrange for service of same.
10/11/13	Laura Saal	.40	Prepare Notice of Hearing for Ocean Tomo retention application.
10/14/13	Stephanie D Frye	1.80	Review and analyze disclosure analysis re outside professionals (.9); review and revise disclosures re parties submitted as debtor affiliates, officers and directors, portfolio parent, and lenders (.9).
10/16/13	Alexandra Schwarzman	.90	Telephone conference with W. Guerrieri re outstanding retention applications (.3); review and revise WeiserMazars retention application (.6).
10/18/13	Alexandra Schwarzman	.30	Telephone conference with S. Anchin re OCP report.
10/18/13	William Guerrieri	1.00	Correspond with Lazard re fee statement issues.
10/20/13	William Guerrieri	.70	Review and analyze Hilco retention application.
10/21/13	Alexandra Schwarzman	.40	Review and revise Hilco retention application.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

19 - Fee & Empl. Apps-Objections-Other Prof'l

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Alexandra Schwarzman	.70	Telephone conference with B. Mulligan re Hilco retention application (.1); telephone conference with S. Anchin re OCP report (.2); review and draft settlement letter re outstanding prepetition claim (.4).
10/23/13	Alexandra Schwarzman	.70	Review and revise Hilco retention application (.6); correspond with Hilco re same (.1).
10/24/13	Alexandra Schwarzman	.30	Correspond with S. Anchin re OCP report.
10/24/13	Laura Saal	.50	Prepare for and electronic filing of OCP Declaration (.4); coordinate service of same (.1).
10/26/13	William Guerrieri	.60	Correspond with working group re fee statements.
10/28/13	Alexandra Schwarzman	.60	Correspond with S. Anchin and A. Snell re OCP report (.3); review and analyze same (.3).
10/28/13	Angela Snell	.30	Review and analyze correspondence re conflicts disclosure.
10/29/13	Alexandra Schwarzman	.90	Correspond with S. Anchin re OCP report (.4); review and revise notice re same (.3); correspond with W. Guerrieri and A. Snell re same (.2).
10/29/13	Angela Snell	.20	Office conference and correspond with A. Schwarzman re conflicts disclosure.
10/29/13	Laura Saal	.90	Prepare draft of OCP Notice and correspond with A Snell re same.
10/30/13	Alexandra Schwarzman	.90	Office conference with A. Snell re OCP report (.4); correspond with Venable re OCP declaration (.2); telephone conference with WeiserMazar re retention application (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

19 - Fee & Empl. Apps-Objections-Other Prof'l

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Angela Snell	1.70	Office conference with A. Schwarzman re conflicts disclosure and ordinary course professionals motion(.5); research precedent re supplemental conflicts disclosure (.9); review and revise ordinary course professionals motion (.3).
10/30/13	Stephanie D Frye	4.30	Review and revise disclosure for supplemental declaration.
10/30/13	William Guerrieri	.40	Review and respond to correspondence re OCP statement.
10/31/13	Alexandra Schwarzman	.90	Telephone conference with B. Mulligan re Hilco retention application (.2); telephone conference with WeiserMazars re retention application (.4); review and revise Hilco retention application (.2); correspond with lenders re same (.1).
10/31/13	Stephanie D Frye	.80	Review and revise disclosure analysis for supplemental declaration.
		35.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195696
Client Matter: 15222-20

In the matter of Hearings

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 29,983.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 29,983.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

20 - Hearings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	4.60	630.00	2,898.00
Cristopher Djonovic	.70	160.00	112.00
Beth Friedman	6.00	335.00	2,010.00
Jacob Goldfinger	.80	305.00	244.00
Christopher T Greco	10.50	735.00	7,717.50
William Guerrieri	3.00	715.00	2,145.00
Melissa Koss	4.50	630.00	2,835.00
Ross M Kwasteniet	4.00	840.00	3,360.00
John Nedeau	2.70	160.00	432.00
Jessica Peet	2.20	495.00	1,089.00
Laura Saal	15.00	285.00	4,275.00
Jessica A Silverman	1.00	495.00	495.00
Jenna Ward	1.60	430.00	688.00
Andrea Weintraub	1.90	495.00	940.50
Jeffrey J Zeiger	.90	825.00	742.50
TOTALS	59.40		\$29,983.50

Legal Services for the Period Ending October 31, 2013
 Cengage Learning, Inc.
 20 - Hearings

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Beth Friedman	.80	Multiple telephone conferences with S. Jackson in chambers re scheduling and review and revise notice of hearing.
10/02/13	Beth Friedman	1.30	Conference with chambers re hearing date and prepare notice re same (.7); prepare calendar invites (.6).
10/02/13	Laura Saal	.40	Prepare for and electronic filing of notice of telephonic hearing (.3); coordinate service of same (.1).
10/15/13	Christopher T Greco	1.80	Prepare for telephone conference re status update on October 16 (1.4); conferences with J. Henes re same (.4).
10/15/13	Beth Friedman	.30	Prepare for telephone conferences re status for October 16.
10/16/13	Christopher T Greco	.90	Prepare for and participate in telephone status conference re case update (.5); correspond with K&E team re same (.4).
10/16/13	Jessica Peet	.50	Prepare for and participate in telephone conference re hearing scheduling.
10/16/13	Andrea Weintraub	.90	Telephone status conference with Judge Stong.
10/16/13	Jessica A Silverman	1.00	Telephone status conference with Judge Stong.
10/16/13	Jeffrey J Zeiger	.90	Prepare for and participate in telephone status conference.
10/16/13	Ross M Kwasteniet	1.20	Prepare for and participate in telephone status conference.
10/16/13	Melissa Koss	1.00	Prepare for and participate in telephone status conference re court hearing.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

20 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	William Guerrieri	.50	Prepare for and participate in telephone status conference.
10/21/13	John Nedeau	1.50	Distribute documents to Judge Stong's chambers at Eastern District of New York Bankruptcy Court (Brooklyn).
10/22/13	Beth Friedman	.30	Obtain and distribute hearing transcript.
10/23/13	John Nedeau	1.20	Distribute documents re matters to be addressed at October 25th hearing to Judge Stong's chambers at Eastern District of New York Bankruptcy Court.
10/23/13	Cristopher Djonovic	.70	Distribute documents to Judge Stong in chambers as requested by L. Saal.
10/23/13	Beth Friedman	.30	Prepare for telephone conference re hearing appearances.
10/23/13	Laura Saal	1.90	Prepare agenda for October 25th hearing.
10/24/13	Christopher T Greco	4.20	Prepare for hearing re exclusivity reply and motion (2.4); correspond with J. Henes re hearing preparation and notes (1.2); office conference with team (.6).
10/24/13	Ryan Dattilo	.30	Prepare orders for hearing (.2); correspond with L. Saal re same (.1).
10/24/13	Ryan Dattilo	1.80	Review and analyze motions and draft talking points re hearing (1.5); telephone conference with C. Greco re same (.3).
10/24/13	Jacob Goldfinger	.80	Prepare materials for hearing.
10/24/13	Beth Friedman	1.70	Prepare for hearing.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

20 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Laura Saal	7.70	Review and revise hearing agenda (.5); prepare for and electronic filing of same (.4); coordinate service of same (.1); prepare and organize loose copies of all relevant pleadings (3.5); compile hearing binders (2.0); prepare and compile all relevant orders (.5); prepare hearing materials for W. Guerrieri (.7).
10/24/13	William Guerrieri	1.20	Review and analyze materials re hearing preparation.
10/25/13	Christopher T Greco	3.60	Prepare for and participate in hearing re exclusivity reply brief, 365(d)(4) motion and other matters (1.5); prepare for hearing and correspond with J. Henes re presentation (2.1).
10/25/13	Jessica Peet	1.70	Prepare for and participate in telephone conference re omnibus hearing.
10/25/13	Andrea Weintraub	1.00	Prepare for and participate in hearing.
10/25/13	Ryan Dattilo	2.50	Participate in exclusivity hearing (1.0); prepare for same (1.5).
10/25/13	Jenna Ward	1.60	Prepare for hearing re exclusivity.
10/25/13	Ross M Kwasteniet	2.80	Prepare for and participate in hearing.
10/25/13	Beth Friedman	1.30	Prepare for hearing and conference with chambers re correspondence for entry of orders.
10/25/13	Laura Saal	5.00	Prepare for October 25 hearing (1.5); participate in hearing (3.5).
10/25/13	Melissa Koss	3.50	Prepare for and participate in court hearing re exclusivity (1.4); conference with K&E team re same (1.4); review and draft summary of relief granted at same (.7).
10/25/13	William Guerrieri	1.30	Prepare for and participate in hearing.
		59.40	TOTAL HOURS

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

20 - Hearings

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195698
Client Matter: 15222-22

In the matter of Intellectual Property Issues

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 90,902.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 90,902.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	8.20	495.00	4,059.00
Dale M Cendali, P.C.	4.80	1,025.00	4,920.00
Barack S Echols	3.10	835.00	2,588.50
Jacob Goldfinger	1.80	305.00	549.00
Jason Gott	.40	495.00	198.00
William Guerrieri	28.90	715.00	20,663.50
Jonathan S Henes, P.C.	1.50	1,025.00	1,537.50
Andrew A Kassof, P.C.	.10	945.00	94.50
Daniel Lewis	5.10	715.00	3,646.50
Matthew S Lovell	7.00	740.00	5,180.00
Christopher Marcus, P.C.	1.50	895.00	1,342.50
Shanti E Sadtler	4.50	565.00	2,542.50
Alexandra Schwarzman	.40	495.00	198.00
Stanley Wash	64.40	495.00	31,878.00
Rory Wellever	9.50	495.00	4,702.50
Jeffrey J Zeiger	6.80	825.00	5,610.00
Factual Research	4.50	265.00	1,192.50
TOTALS	152.50		\$90,902.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Stanley Wash	4.90	Review and analyze recordation documents and native spreadsheets containing copyrights (3.6); prepare for and participate in telephone conference with Ocean Tomo re compiling lists of disputed copyrights (1.3).
10/01/13	Rory Wellever	4.30	Review and analyze new diligence materials uploaded to data room (1.1); review and analyze updates to lien search results and IP search memorandum (.6); review and revise diligence memorandum (2.1); telephone conference with D. Lewis and T. Bayer re copyright list document (.5).
10/01/13	Matthew S Lovell	.70	Review and analyze proposed methodology for tracking copyright filings and correspond with D. Lewis re same (.5); review and analyze D. Lewis revisions to same (.2).
10/01/13	William Guerrieri	3.70	Review and analyze issues re copyright valuation workstream.
10/01/13	Daniel Lewis	2.30	Review and analyze copyright diligence checklist (.8); correspond with T. Bayer re same (.1); review and revise same (1.2); correspond with R. Wellever and T. Bayer re same (.2).
10/02/13	Travis Bayer	2.20	Telephone conference with D. Lewis and R. Wellever re copyright reconciliation memorandum (.4); office conference with W. Guerrieri re same (.4); review and revise same (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Stanley Wash	1.50	Prepare for and participate in telephone conference with Cengage and Ocean Tomo to discuss status of compiling lists of disputed copyrights based on recordation documents (.8); prepare for and participate in telephone conference with Cengage and Ocean Tomo to discuss methodology for extracting and compiling revenue data for disputed copyrights (.7).
10/02/13	Rory Wellever	.80	Review and analyze copyright tabulation methodology document (.2); correspond with D. Lewis and provide feedback to T. Bayer (.6).
10/02/13	Jeffrey J Zeiger	1.10	Telephone conference with Ocean Tomo, R. Kwasteniet, S. Wash, and M. Lovell re open issues and assignments (.7); prepare for same (.2); telephone conference with S. Wash re follow up issues (.2).
10/02/13	Matthew S Lovell	.90	Review and analyze copyright methodology summary (.2); review and analyze methodology document(.2); prepare for and participate in telephone conference with Ocean Tomo and K&E re copyright valuation status and definitive lists of copyrights (.5).
10/02/13	William Guerrieri	3.70	Review and analyze issues re copyright valuation workstream.
10/02/13	Daniel Lewis	2.00	Review and analyze copyright diligence checklist (.5); correspondence and telephone conferences with T. Bayer and R. Wellever re same (.4); prepare for and participate in telephone conference with S. Wash, M. Lovell, J. Zeiger, W. Guerrieri, and Ocean Tomo team re copyright diligence issues (.8); correspondence and telephone conferences with M. Lovell re same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Stanley Wash	3.50	Prepare for and participate in telephone conference with K. Carson and Ocean Tomo to discuss Ocean Tomo's copyright valuation (1.1); prepare for and participate in telephone conference with Cengage and Alvarez and Marsal re 284 Partners (.2); review and revise Ocean Tomo exhibit for inclusion in Disclosure Statement, incorporate comments from J. Zeiger and R. Kwasteniet (1.4); review and analyze recordation documents and native spreadsheets containing copyrights listed in schedules of recordation documents, review and draft chart linking native spreadsheets to recordation schedules (.8).
10/03/13	Jeffrey J Zeiger	.90	Telephone conference with Ocean Tomo, K. Carson, S. Wash, R. Kwasteniet and W. Guerrieri re copyrights and strategy (.5); review and revise disclosure statement insert re Ocean Tomo analysis (.4).
10/03/13	Matthew S Lovell	.70	Review and analyze correspondence from S. Sadtler re filings research (.2); review and analyze correspondence from K. Carson re copyright filings and draft and send correspondence to Cengage and K&E team re copyright filings (.3); review and analyze correspondence from R. Kwasteniet re additional research on copyright filings (.2).
10/03/13	William Guerrieri	3.70	Review and analyze issues re copyright valuation workstream.
10/04/13	Stanley Wash	1.30	Review and analyze copyright recordation documents and associated copyright schedules (1.0); conference with T. Bayer re training Ocean Tomo to review and analyze same to delineate lists of disputed copyrights (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	Matthew S Lovell	1.30	Review and analyze copyright perfection filings by lenders (.3); prepare for and participate in telephone conference with K&E team re liens on inventory and related issues (.7); review and analyze revised copyright complaint provided by T. Bayer and S. Sadtler comments re same (.3).
10/04/13	William Guerrieri	3.70	Review and analyze issues re copyright valuation workstream.
10/04/13	Daniel Lewis	.80	Prepare for and participate in telephone conference with M. Lovell, S. Sadtler, D. Cendali W. Guerrieri and R. Kwasteniet re copyright security agreement filing issues.
10/07/13	Travis Bayer	1.90	Review and revise reconciliation methodology memorandum (1.4); office conference with W. Guerrieri re same (.2); correspond with W. Guerrieri re copyright lists (.3).
10/07/13	Stanley Wash	4.20	Prepare for and participate in telephone conference with Cengage, Ocean Tomo, and K&E to discuss disputed copyrights (1.1); prepare for and participate in telephone conference with Cengage and Alvarez & Marsal in preparation for telephone conference with 284 Partners re disputed copyrights (.7); review and analyze recordation documents necessary to determine list of disputed copyrights (.4); review and analyze native versions of copyright schedules (1.6); prepare for and participate in telephone conference with Ocean Tomo re disputed copyrights (.4).
10/07/13	Rory Wellever	.30	Correspond with T. Bayer re copyright reconciliation document and review and analyze updated document.
10/07/13	William Guerrieri	3.10	Telephone conference with Ocean Tomo and others re copyright valuation workstream (.7); review and analyze issues re same (2.4).
10/08/13	Stanley Wash	.40	Review and analyze copyright issues.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Stanley Wash	2.70	Prepare for and participate in telephone conference with Ocean Tomo re disputed copyrights (1.7); review and draft correspondence with K. Carson and M. Rogren re registered copyrights (.6); prepare for and participate in telephone conference with T. Bayer and W. Guerrieri re copyright recordation documents (.4).
10/09/13	Rory Wellever	.50	Telephone conference with Ocean Tomo re digitization issues with copyright lists.
10/09/13	Jeffrey J Zeiger	.20	Telephone conference with S. Wash re Ocean Tomo update and bridging analysis.
10/09/13	William Guerrieri	2.40	Review and respond to correspondence re copyright valuation and recordation schedules.
10/10/13	Stanley Wash	5.60	Review and analyze list of registered copyrights and conference with K. Carson and M. Rogren re same (2.1); coordinate with K&E attorneys, Ocean Tomo and Arent Fox to discuss valuation process (1.6); prepare for and participate in telephone conference with N. Ream and T. Blum re copyright recordation and discuss parameters of copyright-recordation project with T. Bayer and W. Guerrieri (1.9).
10/10/13	Matthew S Lovell	.30	Review and analyze master list of copyrights provided by Cengage and assess comparison lists for lender filings.
10/10/13	William Guerrieri	1.50	Review and analyze issues re copyright valuation.
10/11/13	Stanley Wash	1.40	Prepare for and participate in telephone conference with M. Moyers and T. Blum re copyright recordation schedules.
10/14/13	Dale M Cendali, P.C.	.50	Review and analyze newly disclosed experts (.2); correspondence to team re same (.1); research re experts (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	Stanley Wash	4.30	Review and analyze scope of work re copyright recordation documents (1.2); prepare for and participate in conference with Ocean Tomo re exhibit in disclosure statement (3.1).
10/14/13	Matthew S Lovell	.30	Review and analyze proposed agenda for October 17 conference and assess necessary documents to disclose.
10/14/13	Shanti E Sadtler	.20	Correspondence re copyright valuation experts selected by second lien trustee.
10/15/13	Stanley Wash	4.40	Review and analyze scope re copyright recordation documents (.8); prepare for and participate in conference with Ocean Tomo re exhibit in disclosure statement (3.4); compile analysis of intellectual property experts (.2).
10/15/13	Jeffrey J Zeiger	.20	Review and analyze outline re comparison of copyright lists.
10/16/13	Stanley Wash	5.80	Prepare for and participate in telephone conference with K. Carson, Ocean Tomo, and K&E re disputed copyrights (1.1); conference with L. Brussel re copyright document digitization (.4); prepare for and participate in telephone conference with Ocean Tomo re Ocean Tomo copyright valuation exhibit filed in Debtors' disclosure statement (1.4); plan and prepare for conference re Ocean Tomo copyright valuation(2.9).
10/16/13	Rory Wellever	1.00	Telephone conference with K&E and Ocean Tomo team re valuation of copyrights and conference.
10/16/13	Jeffrey J Zeiger	.60	Telephone conference with Ocean Tomo, R. Kwasteniet, S. Wash, and T. Bayer re preparation for expert presentation to stakeholders.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	Matthew S Lovell	1.00	Review and analyze copyright list reconciliation (.3); prepare for and participate in telephone conference with Ocean Tomo, K. Carson and K&E re copyright reconciliation and meeting with committee (.7).
10/16/13	William Guerrieri	1.80	Review and respond to correspondence re copyright reconciliation (.8); telephone conference with Ocean Tomo and others re copyright meeting (1.0).
10/17/13	Travis Bayer	3.80	Prepare for and participate in office conference with K&E team and valuation advisors re copyrights.
10/17/13	Stanley Wash	5.80	Prepare for and participate in office conference re Ocean Tomo valuation and key documents (5.5); conference with C. Manko re production of copyright revenue data (.3).
10/17/13	Rory Wellever	1.30	Prepare for and participate in Ocean Tomo conference re valuation approach for copyrights.
10/17/13	Jeffrey J Zeiger	3.00	Prepare for and participate in conference with creditors and Ocean Tomo re valuation analysis.
10/17/13	Matthew S Lovell	1.50	Prepare for and participate in conference with representatives and advisers of Committee, Ocean Tomo and K&E re copyright valuation methodology and data.
10/17/13	William Guerrieri	2.50	Prepare for and participate in conference with Ocean Tomo and creditor advisors re copyright valuation issues.
10/17/13	Barack S Echols	3.10	Telephone conferences re copyright valuation (1.4); review and analyze fact and expert witness deposition testimony (1.7).
10/18/13	Stanley Wash	.90	Prepare for and participate in telephone conference with Ocean Tomo re disputed copyrights.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/18/13	Factual Research	2.00	Research re copyright experts for creditors.
10/21/13	Christopher Marcus, P.C.	1.00	Review and analyze copyright correspondence.
10/21/13	William Guerrieri	1.00	Telephone conference with working team re intercompany issues.
10/21/13	Factual Research	2.50	Research re creditor copyright experts.
10/22/13	Dale M Cendali, P.C.	.50	Correspond with R. Kwasteniet re copyright claims (.3); correspond with S. Sadtler re same (.2).
10/22/13	Stanley Wash	1.10	Prepare for and participate in telephone conference with Ocean Tomo re expert report (.8); conference with C. Manko re Cengage production re disputed copyrights (.3).
10/22/13	Jeffrey J Zeiger	.20	Telephone conference with Ocean Tomo, S. Wash and R. Kwasteniet re scheduling issues.
10/23/13	Jason Gott	.40	Review and revise memorandum re disputed copyrights.
10/23/13	Stanley Wash	2.40	Prepare for and participate in telephone conference with M. Moyers re expert report status (.8); correspond with B. Echols, J. Zeiger, and A. Kassof re same (.3); review and draft chart re copyright recordation (1.3).
10/23/13	Jeffrey J Zeiger	.20	Telephone conference with W. Russell re Ocean Tomo analysis (.1); correspondence re same (.1).
10/23/13	Jonathan S Henes, P.C.	.50	Review and analyze copyrights correspondence.
10/23/13	William Guerrieri	1.20	Telephone conference with working group re copyright issues.
10/23/13	Andrew A Kassof, P.C.	.10	Correspond re Ocean Tomo strategy issues.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Stanley Wash	5.30	Prepare for and participate in telephone conference with Ocean Tomo and Cengage re copyright data (1.4); prepare for and participate in conferences with K&E re Ocean Tomo disclosure (1.8); review and draft response to Simpson Thacher re disputed copyrights (2.1).
10/24/13	William Guerrieri	.60	Telephone conference with Ocean Tomo re analysis.
10/24/13	Shanti E Sadtler	3.70	Correspond with W. Guerrieri and J. Gott re draft mediation statement (.3); research Committee's for supplemental declaration (3.4).
10/25/13	Dale M Cendali, P.C.	.50	Review and revise mediation statement (.4); correspond with S. Sadtler re cites and next steps (.1).
10/25/13	Stanley Wash	1.90	Prepare for and participate in telephone conference with N. Ream re disputed copyrights, and conference with T. Bayer and W. Guerrieri re same (1.2); review and revise Ocean Tomo chart (.7).
10/28/13	Christopher Marcus, P.C.	.50	Review and analyze copyrights correspondence.
10/28/13	Dale M Cendali, P.C.	.50	Correspond with R. Kwasteniet re Committee's argument and how to handle (.4); correspond with S. Sadtler re next steps (.1).
10/28/13	Alexandra Schwarzman	.40	Prepare for and participate in telephone conference with working group re intercompany obligations presentation.
10/28/13	Stanley Wash	1.60	Prepare for and participate in conferences with Ocean Tomo re progress and status.
10/28/13	Jonathan S Henes, P.C.	.50	Review and analyze copyrights correspondence.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Shanti E Sadtler	.30	Correspond with D. Cendali, J. Zeiger, and S. Wash re experts on qualitative valuation of copyrights.
10/29/13	Dale M Cendali, P.C.	1.30	Review and revise letter to Committee re standing and copyright arguments (.8); correspond with S. Sadtler re same and re conference with S. Thacher (.5).
10/29/13	Stanley Wash	1.60	Research and prepare for telephone conference re copyright expert (1.0); prepare for and participate in telephone conference with M. Moyers re disputed copyrights royalty rates (.6).
10/29/13	Rory Wellever	1.30	Correspond with D. Lewis re copyright security short forms and coordinate searches with R. Prescan and library research.
10/29/13	Jeffrey J Zeiger	.40	Telephone conference with K. Carson re Ocean Tomo issues (.3); correspondence re same (.1).
10/29/13	Matthew S Lovell	.30	Correspond and coordinate with K&E team re copyright filings.
10/29/13	Jonathan S Henes, P.C.	.50	Review and analyze copyrights correspondence.
10/30/13	Travis Bayer	.30	Telephone conference with S. Wash re copyrights.
10/30/13	Stanley Wash	1.20	Prepare for and participate in telephone conference with Ocean Tomo re copyright recordation (1.0); correspond with T. Bayer to determine next steps (.2).
10/31/13	Dale M Cendali, P.C.	1.50	Review and analyze draft letter to Committee (.8); correspond with S. Sadtler re same (.4); correspond with S. Wash re copyright valuation expert issues (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

22 - Intellectual Property Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Stanley Wash	2.60	Conference with J. Zeiger, D. Cendali, and S. Sadtler re expert witness (.8); research re copyright valuation experts (.6); prepare for and participate in telephone conference with N. Ream re copyright digitization process (.8); correspond with J. Zeiger, R. Kwasteniet, W. Guerrieri, and T. Bayer re same (.4).
10/31/13	Jacob Goldfinger	1.80	Search precedent and plans re treatment of intellectual property claims and issues.
10/31/13	Shanti E Sadtler	.30	Review and analyze correspondence with D. Cendali, J. Zeiger and S. Wash re strategy for copyright expert valuation.
		152.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195699
Client Matter: 15222-23

In the matter of Intercompany Obligations

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 9,889.00
---	-------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u>\$.00</u>
---	---------------

Total legal services rendered and expenses incurred	\$ 9,889.00
---	-------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

23 - Intercompany Obligations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Guerrieri	4.90	715.00	3,503.50
Alexandra Schwarzman	12.90	495.00	6,385.50
TOTALS	17.80		\$9,889.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

23 - Intercompany Obligations

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Alexandra Schwarzman	2.10	Review and revise intercompany obligation memorandum.
10/10/13	Alexandra Schwarzman	5.30	Review and revise intercompany obligation memorandum.
10/11/13	Alexandra Schwarzman	2.10	Review and revise intercompany memorandum.
10/14/13	Alexandra Schwarzman	.10	Review and analyze intercompany presentation.
10/15/13	Alexandra Schwarzman	2.50	Telephone conference with A&M and Company re intercompany presentation (1.1); review and revise same (1.4).
10/15/13	William Guerrieri	.80	Review and revise intercompany presentation.
10/24/13	Alexandra Schwarzman	.80	Review and revise intercompany obligation presentation (.4); telephone conference with working group re same (.4).
10/24/13	William Guerrieri	1.70	Telephone conference with company re intercompany issues (.7); review and analyze issues re same (1.0).
10/25/13	William Guerrieri	.70	Telephone conference with company re intercompany issues.
10/28/13	William Guerrieri	1.70	Telephone conference with working group re intercompany summary.
		17.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195700
Client Matter: 15222-24

In the matter of Leases and Contracts

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 27,038.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 27,038.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

24 - Leases and Contracts

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	5.70	495.00	2,821.50
Ryan Dattilo	6.30	630.00	3,969.00
Jacob Goldfinger	.70	305.00	213.50
Jason Gott	1.00	495.00	495.00
Christopher T Greco	5.60	735.00	4,116.00
Ross M Kwasteniet	1.10	840.00	924.00
Robert Orren	1.00	275.00	275.00
Jessica Peet	4.50	495.00	2,227.50
Laura Saal	2.40	285.00	684.00
Alexandra Schwarzman	6.20	495.00	3,069.00
Angela Snell	14.20	495.00	7,029.00
Neil E Walther	1.30	630.00	819.00
Andrea Weintraub	.80	495.00	396.00
TOTALS	50.80		\$27,038.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

24 - Leases and Contracts

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher T Greco	.90	Review and revise motion to amend and assume Stamford lease (.4); correspond with R. Dattilo re payments question and status of motion (.5).
10/01/13	Neil E Walther	.60	Telephone conference with K&E team and A&M team re executory contracts treatment.
10/01/13	Alexandra Schwarzman	.60	Telephone conference with A&M and company re executory contracts.
10/02/13	Neil E Walther	.30	Correspond with working group re San Francisco lease issues.
10/02/13	Travis Bayer	.40	Review and revise lease motion.
10/03/13	Christopher T Greco	1.40	Review and revise Stamford amend and assume motion (1.1); correspond with R. Dattilo re same (.3).
10/03/13	Travis Bayer	1.00	Review and revise lease motion (.7); correspond with S. Gibson, N. Walther, and W. Guerrieri re same (.3).
10/03/13	Ross M Kwasteniet	1.10	Review and comment on lease motion.
10/04/13	Travis Bayer	.60	Prepare and compile lease motion.
10/04/13	Jacob Goldfinger	.70	Prepare Sobrato lease motion for filing and coordinate service of same.
10/06/13	Jessica Peet	1.60	Review and analyze background information re lease motion (.4); review and draft motion re same (1.1); correspond re same (.1).
10/06/13	Ryan Dattilo	1.60	Review and comment on 365(d)(4) motion (1.4); correspond with J. Peet re same (.2).
10/07/13	Jessica Peet	.70	Review and revise lease motion (.6); correspond with R. Dattilo re same (.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

24 - Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	Jessica Peet	.80	Review and revise lease extension motion (.4); correspond with working group re notice provision (.2); revise same (.1); correspond with working group re same (.1).
10/08/13	Robert Orren	.50	Gather and distribute to J. Peet precedent re motion to extend time to assume or reject contracts and leases.
10/09/13	Christopher T Greco	.80	Review and analyze motion to extend section 365(d)(4) deadline to assume and reject leases of non-residential real property (.5); correspond with R. Dattilo and J. Peet re same (.3).
10/09/13	Jessica Peet	.40	Review and revise lease extension motion (.3); correspond with working group re same (.1).
10/09/13	Ryan Dattilo	1.50	Review and comment on 365(d)(4) motion (.7); correspond with J. Peet re same (.2); telephone conference with S. Gibson re cure amount (.3); correspond with J. Schmaltz, W. Guerrieri and C. Greco re same (.3).
10/09/13	Robert Orren	.50	Gather and distribute to J. Peet precedent re motion to extend time re leases.
10/10/13	Christopher T Greco	2.50	Review and revise motion to extend time period to assume or reject non-residential real property leases (1.6); correspond with R. Dattilo re edits and filing of same (.7); distribute to Board (.2).
10/10/13	Jessica Peet	1.00	Review and revise lease motion (.5); correspond with working group re same (.5).
10/10/13	Ryan Dattilo	1.80	Revise 365(d)(4) motion (.8); prepare same for filing (.3); correspond with L. Saal re same (.2); correspond with A&M re cure issues (.3); office conference with C. Greco re same (.2).
10/10/13	Laura Saal	.90	Prepare for and electronic filing of motion to extend time to assume or reject leases and coordinate service of same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

24 - Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	Andrea Weintraub	.40	Telephone conference with Company and A&M re real estate update.
10/15/13	Ryan Dattilo	.70	Correspond with A. Weintraub re Stamford relocation motion (.2); review and analyze materials re same (.5).
10/16/13	Travis Bayer	1.20	Review and revise certificate of no objection (.4); correspond with L. Saal re same (.2); review and analyze committee comments to lease order (.4); correspond with W. Guerrieri and C. Greco re same (.2).
10/16/13	Laura Saal	1.00	Prepare draft CNO re lease motion (.9); review and revise same (.1).
10/18/13	Alexandra Schwarzman	.70	Telephone conference with B. Mulligan re leased vehicle motion.
10/18/13	Ryan Dattilo	.70	Telephone conference with M. Koss and D. Durbin re Stamford relocation and other open real estate items (.5); correspond with C. Greco re same (.2).
10/20/13	Travis Bayer	1.10	Research re lease rejections.
10/21/13	Andrea Weintraub	.40	Telephone conference re real estate leases with Company and A&M.
10/21/13	Travis Bayer	1.40	Prepare for and file certificate of no objection re lease motion (.7); correspond with W. Guerrieri re same (.2); telephone conference with S. Gibson, K&E team, and A&M team re real estate issues (.5).
10/21/13	Alexandra Schwarzman	1.40	Review and revise leased vehicle motion.
10/21/13	Laura Saal	.50	Prepare for and electronic filing of CNO re postpetition lease (.4); coordinate service of same (.1).
10/22/13	Alexandra Schwarzman	.40	Review and revise leased vehicle motion.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

24 - Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Neil E Walther	.40	Telephone conference with A&M, W. Guerrieri re contract treatment and cure issues.
10/24/13	Alexandra Schwarzman	3.10	Review and revise leased vehicle motion (2.8); correspond with B. Mulligan re same (.3).
10/30/13	Jason Gott	.60	Telephone conference with J. Murillo re executory contracts issue (.2); review and analyze contracts re same (.2); correspond with J. Murillo and W. Guerrieri re same (.2).
10/30/13	Angela Snell	6.60	Conference with N. Walther re motion to approve transition agreement (.2); correspondence re motion to approve agreement and notice of settlement (.1); research setoff of debts and automatic stay and assumption of contracts (6.3).
10/31/13	Jason Gott	.40	Correspond with client re letter of credit analysis.
10/31/13	Angela Snell	7.60	Research use of property outside ordinary course and approval of settlement and draft motion to approve transition agreement (7.1); correspond with J. Weinstock and S. Anchin re notice of settlement (.2); review and analyze contract re assumption under section 365 of Code (.3).
		50.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195701
Client Matter: 15222-25

In the matter of Lit., Contested Issues, Adversary Proc.

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 609,451.00

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 609,451.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kristina Alexander	178.40	675.00	120,420.00
Toni Anderson	18.50	275.00	5,087.50
Paige Barnum	9.40	225.00	2,115.00
Travis Bayer	16.90	495.00	8,365.50
Dale M Cendali, P.C.	.50	1,025.00	512.50
Barack S Echols	67.70	835.00	56,529.50
David Freedman	102.40	565.00	57,856.00
Jeffrey Freeman	62.70	715.00	44,830.50
Andrew Fromm	135.00	715.00	96,525.00
Jacob Goldfinger	5.70	305.00	1,738.50
Jason Gott	25.10	495.00	12,424.50
Christopher T Greco	12.90	735.00	9,481.50
William Guerrieri	2.30	715.00	1,644.50
Jonathan S Henes, P.C.	1.00	1,025.00	1,025.00
Daniel Hill	1.30	190.00	247.00
Andrew A Kassof, P.C.	8.50	945.00	8,032.50
Ross M Kwasteniet	10.50	840.00	8,820.00
Christopher Marcus, P.C.	8.70	895.00	7,786.50
Kate Marino	6.00	225.00	1,350.00
Maureen McCarthy	.90	315.00	283.50
Jeff V McMurray	107.30	185.00	19,850.50
John Nedeau	.70	160.00	112.00
Lolita Nurse	5.00	185.00	925.00
Robert Orren	.50	275.00	137.50
Jeremy Press	51.50	495.00	25,492.50
Rocio Renteria	65.00	255.00	16,575.00
Shanti E Sadtler	1.00	565.00	565.00
Jessica A Silverman	1.50	495.00	742.50
Angela Snell	.40	495.00	198.00
Antonio Soto	4.50	275.00	1,237.50
Jenna Ward	4.00	430.00	1,720.00
Stanley Wash	92.10	495.00	45,589.50
Andrea Weintraub	.70	495.00	346.50
Jeffrey J Zeiger	61.10	825.00	50,407.50
Expert Witness Research	1.80	265.00	477.00
TOTALS	1,071.50		\$609,451.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Kristina Alexander	1.50	Correspond with K&E team re case status and litigation issues (.2); telephone conference with same re pending items and strategy and follow up re same (1.1); coordinate custodian interviews (.2).
10/01/13	Jeff V McMurray	1.20	Correspond with S. Wash re custodian interview of David Faiman (.7); compile deposition transcripts and key documents for B. Echols (.3); compile recordation documents and send to N. Ream via FTP (.2).
10/01/13	Travis Bayer	2.20	Telephone conference with K&E team re copyright reconciliation methodology (.6); review and revise memorandum re same (1.1); telephone conference with S. Wash and Ocean Tomo team re same (.5).
10/01/13	Stanley Wash	3.10	Prepare for and participate in telephone interview with document collection custodian D. Faiman and draft summary report re same (2.3); telephone conference with legal assistants and discovery vendors to prepare for electronic document collection (.8).
10/01/13	Jeffrey J Zeiger	1.70	Telephone conference with J. Henes, R. Kwasteniet, C. Marcus, B. Echols, K. Alexander, C. Greco and W. Guerrieri re litigation strategy (.9); prepare for same (.3); telephone conference with A. Kassof re same (.2); review and revise complaint against CSC (.3).
10/01/13	Jeffrey J Zeiger	.40	Telephone conference with J. Toof re request for informal interview on substantive consolidation (.2); review and analyze document production issues (.2).
10/01/13	Ross M Kwasteniet	.90	Review and analyze recent discovery requests from second lien trustee (.6); correspondence and office conference re same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Rocio Renteria	4.00	Correspondence with third party vendors, staffing company and internal team re collection process and document review re potential production.
10/01/13	Andrew Fromm	5.20	Review and analyze record, hearing transcripts, and prior correspondence for letter to CSC re discovery requests.
10/01/13	Barack S Echols	3.60	Correspond with team re draft adversary and review and analyze draft re same (.3); review and analyze draft plan (.6); prepare for and telephone conference with K&E team re case planning and strategy. (1.1); review and analyze deposition transcripts (1.6).
10/01/13	Andrew A Kassof, P.C.	.40	Telephone conference with J. Zeiger re case issues and preparation (.3); review and analyze correspondence re requested interview issues and strategy (.1).
10/02/13	Christopher T Greco	.90	Correspond re discovery search terms and responses re same (.7); correspond with J. Zeiger and K. Alexander re same (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Kristina Alexander	9.40	Telephone conference and follow up correspondence with K&E team re discovery issues (1.1); telephone conferences with company, document collection team re same and follow up correspondence re same (1.6); conduct custodian interview (.8); participate in team telephone conference re case planning (.3); review and analyze second lien's discovery requests and existing search terms (.4); draft chart re same and correspondence re same (.6); review and revise stipulation re intervention (.3); review and analyze precedent re same and correspondence re same (.8); office conference with S. Wash, D. Freedman re document collection and production and draft correspondence re custodians, search terms and status of ESI (1.8); review and analyze correspondence from client re produced documents and correspondence to Committee's counsel re remaining document requests (.9); telephone conference with D. Freedman re second lien's discovery requests (.8).
10/02/13	Paige Barnum	.50	Create new user dropbox account and provide access and support for same re discovery issues.
10/02/13	Jeff V McMurray	6.00	Correspond with J. Freeman and S. Wash re custodian interviews of M. Morganti and R. McNamara (2.1); compile DPW third party production and correspond with case team re same (.4); compile documents for upcoming production and correspond with case team re same (1.7); review and revise production tracking chart and compile all correspondence (1.8).
10/02/13	David Freedman	.70	Office conference with K. Alexander and S. Wash re contract attorney review protocol.
10/02/13	David Freedman	3.40	Draft additional search terms re second lien trustee's October discovery requests to debtors.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Travis Bayer	.90	Telephone conference with A. Fromm re intercreditor issues (.2); research re same (.7).
10/02/13	Stanley Wash	6.80	Prepare for and conduct telephone interview and draft summary report re same (2.3); prepare for and participate in telephone conference re deadlines and project status (.5); prepare for and participate in telephone conference with J. Zeiger re mediation statements (.6); review and revise document responsive to discovery requests from Committee (.8); prepare for and participate in telephone conference with vendors re electronic document collection (.7); telephone conference re electronic document collection (1.9).
10/02/13	Daniel Hill	1.30	Prepare and compile precedent re intervention stipulations.
10/02/13	Jeffrey J Zeiger	2.20	Review and analyze Akin discovery requests (.8); review and revise letter to Akin re withdrawing discovery requests (.4); correspond with litigation team re assignments and strategy for responding to Akin requests (.6); telephone conference with B. Echols re same (.1); telephone conference with K. Alexander re same (.2); telephone conference with R. Kwasteniet re same (.1).
10/02/13	Jeffrey J Zeiger	.70	Review and revise correspondence with J. Toof re discovery disputes (.2); review and analyze issues re custodians and search terms (.5).
10/02/13	Ross M Kwasteniet	2.40	Review and analyze discovery issues.
10/02/13	Maureen McCarthy	.90	Research and distribute precedent re intervention stipulations.
10/02/13	Rocio Renteria	4.00	Correspond with third party vendors, staffing company and internal team re collection process and review and analyze document re potential production.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Jeffrey Freeman	2.50	Review and analyze custodian interview form (.4); conference with J. McMurray re custodian interviews (.2); custodian interview with R. McNamara (.6); draft memorandum re custodian interview with R. McNamara (.6); telephone conference with 4Discovery, Global Legal, L. Brussell, A. Bollin, V. Sommella S. Wash, R. Renteria, and K. Alexander re document collection (.7).
10/02/13	Andrew Fromm	11.70	Draft and revise letter to counsel for CSC re discovery requests.
10/02/13	Barack S Echols	4.10	Review and revise draft adversary complaint and review and analyze materials and correspondence with team re same (2.8); prepare for and follow up to telephone conferences re case planning and strategy (1.3).
10/02/13	Andrew A Kassof, P.C.	.80	Review and analyze Akin Gump discovery requests and various correspondence re same and strategy (.3); correspond re discovery, search term and custodian issues and strategy re same (.2); review and analyze summary re intercreditor agreement and related correspondence re same (.2); review and analyze highlighted hearing transcript re same (.1).
10/03/13	Christopher T Greco	.40	Review and analyze letters with second liens re discovery requests and depositions.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Kristina Alexander	6.80	Conduct custodian interviews with D. Durbin and S. Neckritz and follow up re same (1.7); telephone conferences and correspondence with R. Renteria, J. Zeiger, S. Wash, D. Freedman and client re discovery issues, document collection and production (1.3); correspondence with Committee's counsel re same (.3); review and analyze document production protocol and conference with R. Renteria re same (.2); correspond re same (.2); draft objections and responses to second lien's document requests (.4); conference with D. Freedman re same and correspondence to team re collection efforts (.3); telephone conference with R. Renteria re in house collections (.9); conduct custodian interview with M. Hansen (.7); office conference with R. Renteria and D. Freedman re in house collection and correspondence with vendor (.4); review and analyze correspondence from V. Sommella (.4).
10/03/13	Kristina Alexander	1.00	Draft agenda for call with Committee.
10/03/13	Paige Barnum	.80	Review and revise third party production database for use by attorney and legal assistant staff.
10/03/13	Jeff V McMurray	3.50	Correspond with K. Alexander and J. Freeman re custodian interviews of F. Dessy and M. Hansen (1.8); compile documents for upcoming production and correspond with case team re same (1.3); compile list of K&E attorney names for upcoming document review (.4).
10/03/13	David Freedman	.70	Review and draft summary memorandum re L. Brussel custodial interview.
10/03/13	David Freedman	.80	Prepare for and participate in custodial interview telephone conference with L. Brussel.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	David Freedman	1.10	Review and analyze Committee second set of requests for production.
10/03/13	David Freedman	2.40	Review and draft tracking chart summarizing custodian interviews.
10/03/13	Stanley Wash	7.50	Telephone conference with legal assistants and discovery vendors to prepare for electronic document collection (2.1); review and draft memorandum re document review (4.4); review and analyze resumes of contract attorneys re potential conflicts (.4); review and analyze various intellectual property security agreements (.6).
10/03/13	Kate Marino	.50	Revise D. Lofe's discovery account password.
10/03/13	Jeffrey J Zeiger	.20	Review and analyze issues to Committee discovery requests.
10/03/13	Ross M Kwasteniet	.80	Review and analyze discovery and requests re same.
10/03/13	Rocio Renteria	4.00	Correspond with third party vendors, staffing company and internal team re collection process and document review re potential production.
10/03/13	Jeffrey Freeman	1.60	Prepare for and participate in witness interview with Cengage document custodian F. Dessy (.4); prepare for and participate in witness interview with Cengage document custodian S. Tassel (.3); review and revise memorandum re custodian interview with R. McNamara (.2); review and draft memorandum re custodian interview with R. McNamara (.7).
10/03/13	Andrew Fromm	15.10	Draft and revise adversary complaint re intercreditor agreement (7.6); review and analyze documents and research re same (4.0); draft and revise letter to Judge Stong re discovery requests (3.5).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Barack S Echols	2.40	Review and revise correspondence re discovery issues and follow up correspondence with team re same (.8); review and analyze draft adversary complaint and background documents re same (1.6).
10/03/13	Andrew A Kassof, P.C.	1.40	Review and analyze letter to Akin re discovery and various correspondence re same and other discovery strategy (.2); review and analyze detailed correspondence outlining discovery issues and intercreditor violations and provide comments re strategy re same (.4); review and revise correspondence to Committee re electronic discovery issues (.4); review and correspond re additional discovery projects and case preparation (.3); review and analyze Committee intervention stipulation and comments re same (.1).
10/03/13	Lolita Nurse	.30	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/04/13	Kristina Alexander	5.80	Prepare for and participate in telephone conference with Committee re various issues, including document collection and discovery, and follow up correspondence re same (3.4); correspond with K&E team re document collection issues (.2); telephone conferences with document production vendor, client and litigation support team re document collection and follow up correspondence re same (1.8); review and analyze debtors' operating plan (.4).
10/04/13	Jeff V McMurray	7.70	Prepare for and participate in informal document production and correspond with case team re same (6.1); correspond with J. Freeman re custodian interview of S. Tassel (1.6).
10/04/13	David Freedman	.80	Review and revise custodian tracking sheet (.2); draft summary correspondence to K&E litigation team re custodian interviews (.6).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	David Freedman	1.40	Prepare for and participate in telephone conference with J. Zeiger, K. Alexander, and Committee re discovery search terms and depositions (.8); prepare for and participate in telephone conference with K. Alexander, Global, and Cengage re in house document collection at Cengage (.6).
10/04/13	Travis Bayer	1.10	Telephone conference with Ocean Tomo, client, and K&E teams re copyright valuation (.7); review and revise same (.4).
10/04/13	Stanley Wash	2.70	Review and revise documents responsive to discovery requests from Committee.
10/04/13	Toni Anderson	1.00	Correspond and conference with vendor re electronic discovery processing specifications for production (.7); prepare CENGAGECR and Cengage documents to production database for review (.3).
10/04/13	Jeffrey J Zeiger	1.20	Telephone conference with Committee and K. Alexander re discovery issues (.9); telephone conference with K. Alexander in preparation for same (.1); review and analyze issues re same (.2).
10/04/13	Jacob Goldfinger	2.50	Review and analyze complaint and exhibits to combined copyrights adversary complaint for filing (1.7); correspond with working group re same (.8).
10/04/13	Rocio Renteria	7.00	Correspond with client re status of pst file collection, correspond with internal team re same (.4); correspondence with staffing company re contract attorney review (1.4); assemble summary re document collection and schedule, correspond with team and processing vendor re same (4.8); telephone conference with vendor re hard copy document collection (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	Jeffrey Freeman	2.10	Prepare for and participate in custodial interview with S. Tassel (.4); review and draft summary of interview with S. Tassel (.6); review and draft mediation statement re LBO statute of limitations (1.1).
10/04/13	Andrew Fromm	3.50	Draft and revise adversary complaint re intercreditor agreement.
10/04/13	Barack S Echols	3.80	Review and revise adversary complaint and follow up correspondence with team re same (2.6); review and revise draft correspondence to court re disputed discovery issues and follow up correspondence with team re same (1.2).
10/04/13	Andrew A Kassof, P.C.	.30	Review and analyze correspondence re discovery issues (.1); review and analyze draft letter re Akin discovery issues and proposed revisions to same (.2).
10/05/13	Kristina Alexander	3.90	Review and revise responses to requests for production from second liens (3.6); correspondence with J. Zeiger re same (.3).
10/05/13	Jeffrey J Zeiger	.10	Review and analyze proposed revisions to ESI search terms from Apax.
10/05/13	Jacob Goldfinger	1.70	Prepare combined copyrights adversary proceeding for filing and correspond with working group re same.
10/05/13	Andrew A Kassof, P.C.	.40	Review and analyze correspondence re litigation and strategy issues (.2); review and analyze copyright complaint (.2).
10/06/13	Christopher T Greco	.30	Correspond with K. Alexander re discovery search terms.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/06/13	Kristina Alexander	3.50	Telephone conference and correspond with document production vendor re ESI collected and search term results (1.3); telephone conference and correspond with team and counsel to Committee re same, propose revised terms (.6); review and analyze same (.8); telephone conference and correspond with team re additional discovery related issues (.8).
10/06/13	Stanley Wash	.30	Review and analyze communications re electronic document collection and review.
10/07/13	Kristina Alexander	10.60	Telephone conference with vendor and review and analyze search terms (.3); telephone conference with R. Renteria (1.2); review and analyze correspondence re search terms (.1); conference with team re same (.4); review and analyze correspondence re case status and strategy issues (.1); coordinate training of additional attorneys (.3); review and analyze proposed ESI search terms, correspond re same and review and analyze same (.9); telephone conference with vendor and R. Renteria (.2); telephone conferences with company and document collection team re process (1.6); conduct custodian interview and follow up re same (1.4); telephone conference with Committee, second lien counsel and Apax counsel re proposed custodians and search terms (1.1); review and analyze search terms for Cengage and correspondence re same (.8); telephone conference with company re case status (.3); telephone conference with Committee (1.9).
10/07/13	Jeff V McMurray	4.20	Compile contract attorney training binders for upcoming review training.
10/07/13	David Freedman	.30	Prepare for and participate in telephone conference with K. Alexander and S. Wash re custodian collections.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	David Freedman	.50	Prepare for and participate in telephone conference with W. Rieders re document custodian interview.
10/07/13	David Freedman	2.10	Review and draft summary memorandum re W. Rieders custodian interview.
10/07/13	Stanley Wash	2.50	Prepare for and participate in telephone conference with Akin Gump, Arent Fox, and Simpson Thatcher re search terms for electronic discovery (1.0); review and analyze documents and compile binders to assist in document review re electronic discovery (1.1); prepare for and participate in telephone conference with 4Discovery and Cengage re document collection from Cengage custodians in Stamford and Boston (.4).
10/07/13	Jeffrey J Zeiger	1.60	Telephone conference with M. Cryan, J. Toof and K. Alexander re discovery issues (1.0); telephone conference with K. Alexander in preparation for same (.2); telephone conference with K. Alexander and C. Greco re same (.3); telephone conference with J. Henes and K. Alexander re same (.1).
10/07/13	Ross M Kwasteniet	1.70	Review and analyze issues re violations of intercreditor agreement (1.3); correspondence re same (.4).
10/07/13	Jacob Goldfinger	1.50	Prepare binders of combined copyright complaint.
10/07/13	Rocio Renteria	3.50	Correspond with vendor re changes to contract between Global Legal and client (.8); telephone conference with Global re search terms (.6); correspond with staffing company re contract attorney review (.7); correspond with team re document review and processing (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	Jeffrey Freeman	.90	Telephone conference with K. Stone re custodian (.4); review and draft summary of custodian telephone conference with K. Stone (.5).
10/08/13	Christopher T Greco	.70	Correspond with J. Zeiger, K. Alexander, M. Koss and A. Weintraub re proposed discovery scheduling order for plan confirmation and adversary proceedings.
10/08/13	Kristina Alexander	5.00	Review and analyze correspondence from Committee and lenders (.2); correspond with team re same and proposed search terms, review and analyze same (1.1); correspond with team re collection status (.3); correspond re discovery matters (.2); telephone conference and correspond with vendor re collection and priority custodians re same, review and analyze same (1.1); telephone conference and correspond with other parties, company and vendor re discovery issues and document collection (.9); telephone conference with restructuring team and J. Zeiger re discovery planning and litigation schedule (.8); telephone conferences with J. Zeiger re case status and schedule (.4).
10/08/13	David Freedman	4.00	Review and analyze contract attorney materials and prepare for contract attorney training.
10/08/13	Andrea Weintraub	.70	Telephone conference with K&E litigation team re scheduling of discovery.
10/08/13	Travis Bayer	.70	Correspond with R. Wellever re reconciliation methodology memorandum (.4); review and revise same (.3).
10/08/13	Stanley Wash	.40	Conference with L. Brussel and J. Whittingham re finalization of contract for electronic discovery hosting and processing.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	Stanley Wash	.60	Prepare for and participate in telephone conference with K&E team re scheduling and strategy.
10/08/13	Jeffrey J Zeiger	4.60	Develop deposition strategy (1.2); telephone conference with S. O'Donnell re discovery conference (.3); telephone conference with L. Dakin-Grimm and D. Vinzon re same (.3); telephone conference with W. Russell re same (.3); draft and revise case schedule (1.6); telephone conference with R. Kwasteniet, M. Koss, C. Greco, K. Alexander, and S. Wash re same (.7); telephone conference with K. Alexander re follow up issues re same (.2).
10/08/13	Rocio Renteria	2.60	Review and analyze contract attorney resumes and supporting documentation, correspondence with team and staffing company re same (1.9); correspondence with team re preparation materials for contract attorney review (.7).
10/08/13	Jeffrey Freeman	4.50	Conduct custodian interview with G. Moore (.4); review and draft summary of interview of G. Moore (.7); review and draft motion for summary judgment (3.4).
10/08/13	Andrew Fromm	3.90	Review and analyze operating plan and key documents for discovery pleadings.
10/08/13	Barack S Echols	3.40	Review and analyze expert materials and provide comments re same (2.8); review and analyze correspondence re mediation and case planning and strategy (.6).
10/08/13	Lolita Nurse	2.50	Process contract attorney's work papers received from Legal People (1.7); incorporate same into master files and corresponding databases (.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Christopher T Greco	1.20	Correspond with M. Koss and A. Weintraub re proposed scheduling order re discovery matters (.4); review and analyze draft re same and provide comments (.3); correspond with J. Zeiger re discovery matters (.5).
10/09/13	Kristina Alexander	5.10	Correspond with restructuring team re discovery schedule and related matters (.3); office conference with W. Guerrieri, J. Gott and litigation team re substantive issue review and pending case matters and follow up re same (1.2); telephone conferences and correspondence re contract attorney issues for Cengage (.3); conference and correspond with team re discovery issues (.3); correspond with L. Brussel re search terms (.2); prepare for contract attorney training and follow-up re same (1.6); correspond with S. Wash, J. Zeiger, R. Renteria re collection and production and review and respond to correspondence from Global (.8); prepare for attorney training and review documents re same (.4).
10/09/13	Jeff V McMurray	7.20	Compile additional documents and revise all binders for contract attorney training (2.1); prepare for and participate in contract attorney training (5.1).
10/09/13	David Freedman	1.40	Prepare for and participate in office conference with K. Alexander, W. Guerrieri, S. Wash, J. Gott, and J. Freeman re contract attorney document review topics.
10/09/13	David Freedman	1.80	Prepare for and participate in contract attorney training.
10/09/13	Travis Bayer	2.50	Telephone conference with Ocean Tomo and K&E teams re copyright reconciliation methodology (.6); telephone conference with Davis Polk and K&E teams re copyrights (.9); review and analyze copyright lists (.4); review and revise intervention stipulation (.6).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Jason Gott	1.30	Office conference with K&E litigation team and W. Guerrieri re production strategy.
10/09/13	Stanley Wash	6.40	Prepare for and participate in contract attorney training session re electronic document review (3.6); prepare for and participate in telephone conference with W. Guerrieri, J. Gott, K. Alexander, D. Freedman, and J. Freeman re case status (1.4); prepare for and participate in telephone conference with L. Brussel re retention of contract attorneys (.8); prepare for and participate in telephone conference re deadlines and status updates for various case issues (.6).
10/09/13	Jeffrey J Zeiger	2.70	Telephone conference with R. Kwasteniet, Milbank and Davis Polk re discovery issues and schedule for adversary proceedings (.7); telephone conference with D. Durbin, L. Brussel, and R. Campagna re potential deponents (.6); telephone conference with S. Reisman and T. Smith re document requests to Lazard (.3); prepare for and participate in telephone conference with B. Echols re litigation strategy, case background and assignments (1.1).
10/09/13	Jeffrey J Zeiger	.50	Telephone conference with J. Toof and M. Cryan re requests for informal interviews.
10/09/13	Ross M Kwasteniet	1.50	Prepare for and participate in telephone conference with counsel to first lien lenders re copyright and disputed cash adversary proceedings and next steps.
10/09/13	Rocio Renteria	4.30	Prepare for and participate in contract attorney orientation (.9); correspond with P. Moya and team re LegalPeople (.9); correspond with Global Legal re relativity setup (.7); correspond with team re document collection and processing (1.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Jeffrey Freeman	3.10	Telephone conference re key documents with W. Guerrieri, S. Wash, D. Freedman, K. Alexander (.9); telephone conference re key documents with S. Wash, D. Freedman, K. Alexander (.6); prepare for and participate in contract attorney training session (.7); review and draft summary judgment motion (.9).
10/09/13	Andrew Fromm	7.10	Draft and revise adversary proceeding re intercreditor agreement.
10/09/13	William Guerrieri	2.30	Office conference with K&E litigation team re various discovery issues (1.1); review and analyze documents re same (1.2).
10/09/13	Barack S Echols	4.70	Review and analyze correspondence re case planning and strategy and follow up re same (.9); review and analyze pleadings and background information re issues for omnibus and upcoming hearings (2.4); telephone conference with J. Zeiger re case status and planning (1.1); review and analyze discovery requests (.3).
10/09/13	Andrew A Kassof, P.C.	.60	Review and analyze correspondence re litigation updates, discovery and strategy (.3); review and analyze correspondence and proposed revisions to Lazard report (.3).
10/09/13	Lolita Nurse	.30	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/10/13	Kristina Alexander	2.20	Correspond with K&E team re document collection and production issues (1.2); telephone conference with B. Campagna re document collection and follow up re same (.3); correspond with counsel for Lazard re document requests (.3); review and analyze pending document review issues and provide detailed correspondence to vendor re production protocol issues (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	Paige Barnum	2.50	Prepare production materials for hard drive delivery and upload material to same (1.4); conduct QC of data (.4); create new user Dropbox account and provide access and support for same (.7).
10/10/13	Jeff V McMurray	1.20	Compile all document productions and related correspondence in preparation for delivery to Katten Law, correspond with Lit Support re same.
10/10/13	David Freedman	.50	Prepare for and participate in telephone conference with R. Renteria, K. Alexander, and S. Wash re document collection and contract attorney review.
10/10/13	Travis Bayer	1.10	Telephone conference and correspond with K. Alexander re intervention stipulation (.6); correspond with S. Wash re copyright lists (.2); review and analyze same (.3).
10/10/13	Stanley Wash	2.80	Draft and revise list of names, correspondence, and terms to identify potentially privileged documents amongst electronic document review, and conference with K. Alexander, R. Renteria, and D. Freedman re same (.8); coordinate production of all debtors' previously produced documents to Katten (1.6); review and analyze document requests and correspond with Apax re Ocean Tomo report in disclosure statement (.4).
10/10/13	Jeffrey J Zeiger	1.90	Telephone conference with S. O'Donnell re discovery conference (.4); prepare for same (.3); review and correspond to S. O'Donnell re follow up issues (.4); telephone conference with K. Alexander re same (.2); respond to follow up issues re document production and scheduling depositions (.6).
10/10/13	Jeffrey J Zeiger	1.00	Draft and revise correspondence with restructuring team re Committee requests for informal interviews.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	Rocio Renteria	3.30	Correspond with K&E team and vendor re privilege terms (1.9); telephone conference with K&E team and collection vendor re ESI collection (.6); correspond with contract attorney staffing company re document review (.8).
10/10/13	Jeffrey Freeman	1.30	Review and draft summary judgement motion re avoidance of perfection of copyrights.
10/10/13	Andrew Fromm	3.00	Review and analyze disclosure statement for draft discovery pleadings.
10/10/13	Barack S Echols	1.90	Review and analyze pleadings and correspondence re discovery and mediation issues and follow up re same (.7); review and analyze fact witness deposition transcripts (1.2).
10/10/13	Andrew A Kassof, P.C.	.20	Review and analyze discovery correspondence and other litigation correspondence.
10/10/13	Lolita Nurse	.30	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/11/13	Christopher T Greco	2.30	Correspond with J. Zeiger, K. Alexander and others re discovery requests, including deposition planning, logistics, correspondence with 2nd lien and Committee requests and other strategy and tactics.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/11/13	Kristina Alexander	6.80	Telephone conference with company re case status (.3); telephone conference with restructuring team and J. Zeiger re deposition schedule (.2); telephone conferences and correspondence with team and vendors re document collection and production tasks (1.7); telephone conference with L. Brussel re pending matters (.2); telephone conference with counsel to first lien lenders re intervention issues and related research (.3); correspond re same (.1); office conference with M. Koss re pending matters (.4); telephone conference with counsel to Committee (.2); telephone conference with team re collection and review process (.8); review and analyze subcontractor memorandum and conference with J. McMurray re same (1.1); correspond with vendors re document collection and production issues, pending tasks (.9); telephone conference with Alvarez & Marsal re document collection (.6).
10/11/13	Kristina Alexander	1.50	Review and analyze mediation statement and mediation order (.9); draft response re same (.6).
10/11/13	Jeff V McMurray	5.00	Review and revise contract attorney review tracking chart and distribute to case team (.4); gather cases re substantive consolidation settlements (2.6); review and revise production tracking chart and related correspondence (2.0).
10/11/13	David Freedman	.80	Prepare for and participate in telephone conference with K. Alexander, S. Wash, A. Fromm, and J. Freeman re contract attorney review.
10/11/13	Jason Gott	2.60	Review and draft motion to approve settlement in literary works litigation (2.4); correspond with W. Guerrieri re same (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/11/13	Stanley Wash	2.20	Prepare for and participate in telephone conference with K. Alexander, D. Freedman, J. Freeman, and A. Fromm re document review and production re electronic document collection (.7); review and respond to discovery related questions from contract attorneys re electronic document review (1.1); prepare for and participate in telephone conference re case status and deadline updates (.4).
10/11/13	Kate Marino	1.50	Compile files and zip files re discovery.
10/11/13	Jeffrey J Zeiger	1.40	Telephone conference with J. Henes, C. Greco, M. Koss, B. Echols, and K. Alexander re assignments and strategy (.2); correspondence re deposition scheduling and document production issues (1.2).
10/11/13	Jeffrey J Zeiger	1.50	Telephone conference with K. Carson and L. Brussel re informal interviews (.5); telephone conference with J. Toof re same (.1); prepare for informal interviews (.9).
10/11/13	Rocio Renteria	.50	Correspondence with 4Discovery re collection logs and pending collection.
10/11/13	Jeffrey Freeman	1.00	Review and draft summary judgement motion re avoidance of perfection of copyrights.
10/11/13	Andrew Fromm	1.00	Telephone conference with K. Alexander, S. Wash, D. Freedman, and J. Freeman re upcoming discovery tasks.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/11/13	Barack S Echols	4.70	Review and analyze correspondence with team re discovery strategy and planning (.7); correspond with J. Zeiger re mediation issues and review materials re same (.6); prepare for and follow up to team telephone conference re case status, strategy and planning (.3); review and analyze new discovery requests (.4); review and analyze legal research re substantive consolidation issues (.6); review and analyze fact witness deposition transcripts (2.1).
10/11/13	Lolita Nurse	.50	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/12/13	Kristina Alexander	3.60	Draft correspondence to mediator, circulate and revise same (1.4); review and analyze correspondence from attorneys related to document review and production and provide response re same, conference and correspond re same (2.2).
10/12/13	Kristina Alexander	1.10	Review document review and production correspondence.
10/12/13	David Freedman	2.00	Review and draft document collection summary.
10/12/13	Jeffrey J Zeiger	.30	Revise and analyze letter to Judge Drain re answer date for second lien trustee.
10/12/13	Andrew A Kassof, P.C.	.50	Review and analyze various correspondence re discovery and strategy issues (.2); review and analyze discovery requests from Akin (.3).
10/13/13	Kristina Alexander	3.00	Review and revise mediation statement (1.7); telephone conferences, correspondence with restructuring team re same (1.3).
10/13/13	Jeffrey J Zeiger	1.00	Review and revise responses and objections to second lien trustee's discovery.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	Kristina Alexander	7.20	Review and analyze correspondence, draft same and conference with team re discovery collection and production (.7); follow up with J. Zeiger re same (.3); telephone conference with J. Freeman re mediation brief and correspondence re same (1.3); telephone conferences with vendor re collection of laptop and related data (.5); telephone conference with L. Brussels and V. Sommella re document collection and follow up correspondence re same (.6); review and revise letter from J. Henes to mediator (.4); transmit same and follow up re delivery issues (.3); review and revise responses to requests for production and conference with team re same (3.1).
10/14/13	David Freedman	.30	Review and draft correspondence to K&E litigation team re custodian collections.
10/14/13	David Freedman	.70	Prepare for and participate in telephone conference with K. Alexander, S. Wash, J. McMurray, R. Renteria, and 4Discovery re custodian laptop and network drive collections (.3); prepare for and participate in telephone conference with K. Alexander, J. McMurray, R. Renteria, V. Sommella, and L. Brussel re hard copy document collections (.4).
10/14/13	David Freedman	3.00	Review and revise custodian collection tracking summary.
10/14/13	Stanley Wash	2.00	Review, analyze, and produce documents responsive to requests from Committee (1.1); draft and revise summary of discovery productions to date (.9).
10/14/13	Kate Marino	3.50	Prepare, quality check, and load four volumes containing bates range APAXPART0000650 - APAXPART0116099 into third party production for attorney review.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	Toni Anderson	1.00	Telephone conference with vendor re electronic discovery processing specifications (.3); prepare client original files for delivery to outside vendor for processing in preparation for attorney review and production (.7).
10/14/13	Jeffrey J Zeiger	1.40	Review and revise objections and responses to second lien trustee discovery (.6); address deposition scheduling and document production issues (.7); telephone conference with J. Bell re deposition scheduling (.1).
10/14/13	Jeffrey J Zeiger	.70	Telephone conference with M. Hansen, D. Durbin, K. Carson, G. Suttman, J. Henes, and R. Kwasteniet re litigation issues and strategy (.3); telephone conference with R. Kwasteniet in preparation for same (.4).
10/14/13	Jeffrey J Zeiger	.10	Telephone conference with K. Carson re preparation for substantive consolidation interviews.
10/14/13	Rocio Renteria	1.70	Telephone conference with vendor re ESI document collection (.4); telephone conference with vendor re hard copy document collection (.4); review and analyze document review to date, compile statistics re same, correspondence with K. Alexander re same (.9).
10/14/13	Andrew Fromm	2.90	Review and analyze business plan and pleadings for discovery drafts.
10/14/13	Barack S Echols	2.50	Review and revise correspondence re pending adversaries and follow up correspondence with team re same (.4); correspond with J. Zeiger re case status and discovery planning and review and analyze correspondence and pleadings re same (.7); review and analyze deposition transcripts (1.4).
10/14/13	Andrew A Kassof, P.C.	.20	Review and correspond re discovery and other issues and conference with J. Zeiger re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Kristina Alexander	4.40	Correspondence with K&E team re document collection and production issues (.3); coordinate next steps re same (.2); draft correspondence to A. Fromm re collection from certain custodians (1.7); telephone conferences with M. Koss, J. Freeman re mediation statement (.4); telephone conference with T. Bayer re intervention stipulation (.3); telephone conferences with L. Brussel re outstanding discovery related issues, including production of third party materials, and correspondence re same (.4); correspond with team re document collection and production (.9); correspond with J. Henes and J. Zeiger re discovery status (.2).
10/15/13	Jeff V McMurray	2.70	Review and revise search term list and circulate to case team (.8); review and analyze informal production of documents and correspond with case team re same (1.9).
10/15/13	David Freedman	3.10	Review and analyze key documents for production.
10/15/13	Travis Bayer	2.40	Telephone conference and correspond with K. Alexander and W. Guerrieri re intervention stipulation (.5); review and analyze same (.4); review and revise copyright reconciliation memorandum (.9); correspond and telephone conference with S. Wash and W. Guerrieri re same (.6).
10/15/13	Stanley Wash	3.10	Review, analyze, and produce documents responsive to requests from Committee (.6); draft and revise summary of discovery productions to date (.7); review and respond to questions re contract attorneys and review of electronic documents (1.1); review and analyze privilege terms re contract attorney review of electronic documents (.7).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Toni Anderson	1.50	Telephone conference with vendor re electronic discovery processing specifications (.6); prepare Cengage documents to update production database for attorney review (.9).
10/15/13	Jeffrey J Zeiger	.20	Review and revise open issues re overall case schedule.
10/15/13	Jeffrey J Zeiger	1.60	Review and analyze memoranda and cases re substantive consolidation in preparation for informal Committee interviews.
10/15/13	Rocio Renteria	1.90	Correspondence with Global and team re production of documents (.8); correspond with team re privilege terms and update chart re same (1.1).
10/15/13	Jeffrey Freeman	.80	Review and respond to contract attorney questions.
10/15/13	Barack S Echols	1.90	Review and analyze correspondence re hearing preparation and follow up re same (.7); review and analyze fact witness deposition testimony (1.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	Kristina Alexander	6.30	Telephone conference with court re status (.9); telephone conference with company re status (.4); office conferences with J. Zeiger and S. Wash re case status, pending items and depositions (.7); telephone conferences with B. Echols and A. Fromm re document collection and production issues, telephone conference re status (.4); correspond with client re document collection and follow up re same (.4); correspond with team and vendor re production issues (.4); telephone conferences with J. Bell and J. Toof re stipulation re intervention (.3); telephone conference with Global re key document review and review and respond to correspondence from team and vendors re discovery issues (1.3); telephone conferences with 4Discovery and Global re document collection and production (.4); review and analyze contract attorney review rates (.4); correspondence and telephone conferences re same (.7).
10/16/13	Christopher Marcus, P.C.	3.70	Review and analyze correspondence re discovery (.7); prepare for and participate in telephone conference re interviews (1.0); review and analyze sub con (1.5); telephone conference with Company (.5).
10/16/13	Jeff V McMurray	7.20	Prepare materials for Ocean Tomo conference (1.2); coordinate final search terms re ESI collection and production and correspond with case team re same (4.1); review and revise correspondence file and documents sent to experts (1.9).
10/16/13	David Freedman	.20	Prepare for and participate in telephone conference with K. Alexander and 4Discovery re custodian image reports.
10/16/13	David Freedman	.50	Review and draft summary correspondence with K. Alexander, J. Freeman, A. Fromm, and S. Wash re first key document review.
10/16/13	David Freedman	1.80	Review and revise privilege search terms.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	David Freedman	2.10	Review and analyze G. Kain (Freddie Mac) witness file.
10/16/13	Travis Bayer	3.30	Prepare for and participate in telephone conference with K&E and Ocean Tomo teams re copyright reconciliation (1.7); telephone conference with K&E team re valuation advisor meeting (.4); review and revise copyright reconciliation memorandum (.6); office conference with W. Guerrieri re same (.3); telephone conference and correspond with S. Wash re same (.3).
10/16/13	Jason Gott	1.50	Review and draft mediation statement re trust structure.
10/16/13	Stanley Wash	1.80	Review and revise list of privilege terms re electronic document review (.7); review, analyze, and respond to questions from contract attorneys re electronic document review (1.1).
10/16/13	Toni Anderson	1.00	Telephone conference with vendor re electronic discovery processing specifications.
10/16/13	Jeffrey J Zeiger	.70	Review and analyze deposition scheduling issues (.2); conference with K. Alexander re document production issues (.3); telephone conference with W. Russell re discovery issues (.2).
10/16/13	Jeffrey J Zeiger	1.20	Telephone conference with D. Durbin, K. Carson, C. Marcus, R. Kwasteniet, W. Guerrieri, R. Campagna and T. Cowan re preparation for informal interviews by Committee.
10/16/13	Rocio Renteria	3.60	Review and approve contract attorney timecards, correspond with P. Moya re same (.8); coordinate with P. Moya and internal team re addition of 30 new contract attorneys (1.7); correspond with collection vendor and team re status of document collection (1.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	Jeffrey Freeman	2.80	Review and analyze key documents (2.2); telephone conference with A. Fromm and K. Alexander re key document review (.6).
10/16/13	Andrew Fromm	7.30	Review and analyze key documents for deposition preparation (6.8); telephone conference with K. Alexander and V. Collins re vendor discovery issues (.5).
10/16/13	Barack S Echols	1.90	Telephone conference with K. Alexander re discovery status and deposition preparation and review and analyze materials re same (.6); correspondence with J. Zeiger re case strategy and planning and review and analyze correspondence re same (1.3).
10/16/13	Andrew A Kassof, P.C.	.10	Review and analyze case correspondence re discovery issues.
10/17/13	Kristina Alexander	7.60	Conduct custodian interviews and collect documents for production.
10/17/13	David Freedman	.30	Prepare for and participate in telephone conference with S. Wash re privilege application to A&M and Lazard (.1); prepare for and participate in telephone conference with V. Collins re Cengage's first production (.2).
10/17/13	David Freedman	.50	Review and revise contract attorney protocol re privilege review.
10/17/13	David Freedman	.50	Review and draft correspondence with K. Hobbins re questions from contract attorney review.
10/17/13	David Freedman	.90	Review and draft correspondence with V. Collins, L. Brussel, and K&E litigation team re revised privilege search terms.
10/17/13	David Freedman	4.30	Review and revise privilege search term list.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Jason Gott	4.80	Review and revise motion to approve Literary Works settlement (.7); review and draft mediation statement re trust structure (1.3); review and revise summary re Apax adversary proceeding (.6); review and draft mediation statement re Apax claims (2.2).
10/17/13	Jenna Ward	1.90	Review and analyze motions and memorandums re substantive consolidation.
10/17/13	Rocio Renteria	1.20	Correspond with team and staffing company re new contract attorney review.
10/17/13	Jeffrey Freeman	4.30	Review and analyze key documents for case development (.8); review and draft answer to adversary complaint (3.5).
10/17/13	Andrew Fromm	6.80	Review and analyze key documents for deposition preparation (3.8); telephone conference with R. Feintuch for custodian interview (1.0); draft and revise custodian interview memorandum (2.0).
10/17/13	Andrew A Kassof, P.C.	.20	Review and analyze correspondence re schedule and summary to Board.
10/18/13	Kristina Alexander	5.10	Correspond with K&E team and global re document collection and production (.8); office conference with team re case status (.9); provide contract attorney training and follow up re same (2.2); telephone conferences with Ricoh, J. McMurray re document collection (.3); participate in telephone conference with team and client (.2); provide materials to counsel for other parties (.2); telephone conference with D. Freedman and J. Freeman re Apax complaint and review and analyze same (.5).
10/18/13	Paige Barnum	.50	Create new user account and provide access and support for same re discovery.
10/18/13	Jeff V McMurray	9.00	Coordinate first ESI production and correspond with case team re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/18/13	David Freedman	.10	Prepare for and participate in telephone conference with K. Alexander and J. Freeman re answer to Apax complaint.
10/18/13	David Freedman	.70	Prepare for and participate in office conference with K. Alexander, A. Fromm, S. Wash, R. Renteria, and J. McMurray re upcoming discovery assignments and discovery status.
10/18/13	David Freedman	1.50	Review and revise contract attorney review protocol.
10/18/13	Travis Bayer	1.10	Telephone conference with K&E and Ocean Tomo teams re copyrights (.7); review and revise reconciliation memorandum (.4).
10/18/13	Stanley Wash	2.40	Review, analyze, and produce electronically stored information responsive to discovery requests from Committee.
10/18/13	Stanley Wash	3.00	Telephone conference with K. Alexander, A. Fromm, J. Freeman, and D. Freedman re document collection (.8); prepare for and participate in contract attorney training re document review (1.8); prepare for and participate in telephone conference re case status (.4).
10/18/13	Jenna Ward	2.10	Review and analyze cases re substantive consolidation and corporate separateness.
10/18/13	Toni Anderson	4.00	Telephone conference with vendor re electronic discovery processing specifications (.3); prepare Cengage production volumes from vendor to network for uploading to opposing FTP server (2.3); prepare Cengage documents to update production database for attorney review (1.4).
10/18/13	Jeffrey J Zeiger	6.00	Office conference with D. Durbin, K. Carson, B. Mulligan, Arent Fox and FTI re informal interviews re substantive consolidation and intercompany loan diligence.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/18/13	Rocio Renteria	1.50	Telephone conference with Ricoh re hard copy document collection (.7); telephone conference with K&E re case status (.4); correspond with team re document production (.4).
10/18/13	Andrew Fromm	5.80	Review and analyze key documents for deposition preparation.
10/18/13	Barack S Echols	2.30	Review and analyze pleadings and correspondence re discovery issues (.7); review and analyze deposition testimony (1.6).
10/19/13	Kristina Alexander	5.10	Correspond with K&E team re document collection, review and analyze production issues and case status (.3); follow up re same and review and analyze correspondence re same (1.7); telephone conference with V. Collins re same (.3); review and revise intervention stipulations and correspondence re same (1.3); review and analyze document request correspondence from J. Toof (.2); review and compile document production history (.5); correspond with S. Wash and J. Zeiger re same (.8).
10/19/13	Stanley Wash	2.00	Review and draft memorandum re overview of discovery in response to requests from Committee.
10/19/13	Jeffrey J Zeiger	.10	Correspondence with S. Jones (Willkie) re Committee requests for documents from Willkie report.
10/20/13	Kristina Alexander	3.30	Correspond with K&E team re document collection and production status, pending items for certain custodians and total volumes (2.9); draft correspondence re same (.4).
10/20/13	David Freedman	2.00	Review and analyze custodian hard drive digests for responsive information.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/20/13	Jason Gott	4.00	Review and revise mediation statement re copyrights and security interests (3.6); correspond with W. Guerrieri re same (.4).
10/20/13	Stanley Wash	4.50	Draft and revise memorandum re overview of discovery in response to requests from Committee (.6); review and analyze documents flagged as key by reviewing attorneys, ensure quality control and circulate key documents (3.9).
10/20/13	Jeffrey J Zeiger	.80	Review and analyze issues re deposition scheduling and materials for preparation sessions.
10/20/13	Jeffrey J Zeiger	.90	Review and draft outline re approach to respond to additional Committee requests (.8); review and revise acknowledgement for protective order to address concerns from Committee and financial advisors (.1).
10/20/13	Jeffrey Freeman	1.80	Review and draft stipulation re application of Rule 26 to informal discovery (.4); review and analyze key documents for production (1.4).
10/21/13	Kristina Alexander	4.70	Telephone conferences with S. Wash, D. Freedman re document collection and production issues and follow up re same (.9); coordinate additional review of key documents and logs, and correspond with team re same (.8); telephone conference with J. Zeiger (.2); telephone conferences with counsel to Committee, second liens and Apax (.2); follow up with A. Fromm (.6); office conference with J. Press re case and follow up re same (.4); telephone conferences with D. Freedman, S. Wash re collection of certain ESI (.7); follow up conferences with vendors and team re same (.9).
10/21/13	Dale M Cendali, P.C.	.50	Correspond with bankruptcy team re tort claims and perfection issues.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/21/13	David Freedman	.10	Prepare for and participate in telephone conference with K. Alexander re training contract attorneys for privilege review.
10/21/13	David Freedman	.60	Prepare for and participate in telephone conferences with K. Alexander and S. Wash re reviewing custodian hard drive and network drive digests.
10/21/13	David Freedman	1.50	Train privilege review contract attorney team.
10/21/13	David Freedman	6.00	Review and analyze custodian hard drive and network drive digests for responsive information.
10/21/13	Stanley Wash	10.10	Review and analyze document collections from Cengage employees D. Durbin, G. Moore, and K. Stone, review and analyze location of potentially responsive documents (6.6); review and analyze key documents flagged by contract attorneys (.7); review and draft summary of outstanding discovery requests from Committee, and conference with V. Sommella re same (1.6); prepare for and participate in telephone conference re project deadlines (.5); coordinate shipment and processing of imaging kit of J. Donohue's laptop computer for review (.7).
10/21/13	Jeffrey J Zeiger	.30	Telephone conference with S. Jones and T. Cosenza re responses to Committee discovery requests.
10/21/13	Rocio Renteria	1.00	Correspond with K&E team and vendors re document collection and production.
10/21/13	Jeffrey Freeman	8.50	Review and analyze documents for fact development and production (3.1); correspond with Ricoh USA re hard document collection (.3); collect hard documents from Cengage Boston custodians (5.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/21/13	Andrew Fromm	10.70	Review and analyze key documents designated by contract attorneys for deposition preparation (2.8); review and analyze custodian files for responsive files (7.9).
10/21/13	Shanti E Sadtler	1.00	Correspond with W. Guerrieri, R. Kwasteniet and D. Cendali re commercial tort claims (.2); research re same (.8).
10/21/13	Barack S Echols	3.10	Correspond with K&E team re deposition scheduling issues (.3); correspond with same re document review status and follow up re same (.4); correspond with same re hearing preparation and review and analyze pleadings and correspondence re same (2.4).
10/22/13	Kristina Alexander	3.90	Telephone conference and correspond with team, contract attorney supervisor and production vendor re updates for review process (.4); review and analyze protocol for same and discuss issues arising with document production (.4); follow up re same (.2); telephone conference with custodian re hard copy document collection (.2); telephone conference with J. Press re case status (.2); telephone conference with Global, 4Discovery and A. Fromm re case status and document collection (.6); follow up re same (.3); draft correspondence to second lien's counsel (.3); telephone conference with J. Zeiger re case status and follow up with team re document collection issues (.4); review and analyze Apax complaint and correspondence re same (.6); correspond with K&E team re document collection, review and production issues (.3).
10/22/13	Jeff V McMurray	7.20	Coordinate upcoming ESI production and correspond with case team re same.
10/22/13	David Freedman	.50	Review and analyze custodian drive digests for files and folders containing potentially relevant electronically stored information.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Travis Bayer	.50	Correspond and telephone conference with S. Wash re copyrights (.3); review and analyze reconciliation memorandum re same (.2).
10/22/13	Stanley Wash	3.20	Prepare for and participate in telephone conference with 4Discovery re laptop imaging for Cengage custodians and transfer of information to Global Legal (.6); review and analyze discovery requests submitted by Committee and draft letter to V. Sommella and L. Brussel re document collection needs (2.6).
10/22/13	Jeffrey J Zeiger	1.10	Telephone conference with D. Vinzon re Apax adversary proceeding (.1); draft correspondence re deposition scheduling issues and assignments (.8); telephone conference with K. Alexander re document production issues (.2).
10/22/13	Jeffrey J Zeiger	.20	Telephone conference with S. Jones re requests for production to Willkie.
10/22/13	Ross M Kwasteniet	2.10	Review and analyze remaining open issues re Apax complaint and possible resolutions re same.
10/22/13	Rocio Renteria	5.30	Correspond with K&E team and staffing company re addition of new contract attorneys (2.9); correspond with K&E team and vendors re document collection and production (2.4).
10/22/13	Jeffrey Freeman	7.40	Review and analyze key documents for case development (1.1); review and revise answer to Apax complaint (1.8); review and analyze drive directories to determine responsive document location (3.7); review and respond to questions posed by contract attorneys (.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Andrew Fromm	5.50	Draft and revise discovery responses to Apax discovery requests (3.7); telephone conference with R. Feintuch re document collection (.3); telephone conference with A&M re document collection (.3); review and analyze custodian files for responsive files (1.2).
10/22/13	Barack S Echols	3.10	Prepare for and participate in telephone conference with K&E team and consultants re headquarters move issues (.7); review and revise reply brief re exclusivity motion and follow up correspondence with team and review and analyze drafts re same (2.4).
10/22/13	Andrew A Kassof, P.C.	.10	Review and analyze Milbank revisions to schedule and various case correspondence.
10/22/13	Lolita Nurse	.50	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/23/13	Kristina Alexander	6.30	Telephone conference with G. Stutts and team re case status (.3); correspond with B. Campagna and A. Fromm re discovery issues (.3); correspond with W. Guerrieri re complaint (.1); correspond with K&E team re document collection and review, and correspond with D. Freedman re same (.4); telephone conference with D. Freedman re analysis of production for key custodians (.2); conference and correspond re same and review analysis (.2); telephone conference re same and follow up re same (.4); review and analyze deposition notices, RFPs and 30(B)(6) notices, review and analyze same and provide J. Zeiger, B. Echols and A. Kassof summary of same (1.7); draft correspondence re discovery issues (.3); correspond re Apax complaint and draft affirmative defenses to same (2.1); review and respond to correspondence re pending matter (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Antonio Soto	2.50	Coordinate processing of data with vendor Altep (1.3); setup and enable K&E dropbox account for external user V. Collins (.3); download production volume from vendor Global Legal's FTP site to network location (.4); download production volume from vendor Altep's FTP site to network location (.2); upload production volume to K&E production distribution folder (.3).
10/23/13	Jeff V McMurray	7.20	Coordinate upcoming ESI production and expert document production and correspond with case team re same.
10/23/13	David Freedman	.50	Review and revise custodian collection tracking chart.
10/23/13	David Freedman	.50	Review and revise memorandum re business management plan documents requests and search terms.
10/23/13	David Freedman	3.60	Review and draft summary re management business plan requests and search terms.
10/23/13	Travis Bayer	.30	Correspond with R. Wellever and S. Wash re copyright reconciliation.
10/23/13	Jason Gott	2.50	Review and revise memorandum re distribution of enterprise value (1.3); review and revise mediation statement re disputed copyrights (1.2).
10/23/13	Stanley Wash	3.50	Correspond with contract attorneys re review of electronically stored information (.9); review and analyze conflict of interest forms submitted by prospective contract attorneys (.8); prepare for and participate in telephone conference re case deadlines (.4); review, analyze, and produce documents responsive to discovery requests from Committee, and ensure promotion of relevant copyright related documents into data room (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Jeffrey J Zeiger	.70	Review and revise correspondence with J. Bell re document production issues (.2); telephone conference with K. Alexander re same (.2); draft correspondence re document production issues (.3).
10/23/13	Jonathan S Henes, P.C.	1.00	Review and analyze correspondence re discovery.
10/23/13	Rocio Renteria	5.10	Correspond with K&E team and vendors re document collection and production.
10/23/13	Jeffrey Freeman	5.80	Review and draft answer to Apax complaint (1.7); review and analyze documents for fact development (4.1).
10/23/13	Andrew Fromm	3.90	Draft and revise objections and responses to second lien's discovery requests.
10/23/13	Barack S Echols	2.00	Prepare for and participate in telephone conference re reply re exclusivity motion and review and analyze draft re same (.5); telephone conference with A. Fromm re deposition planning and follow up re same (.2); correspond with K&E team re expert issues and follow up re same (.7); review and analyze deposition testimony (.6).
10/23/13	Andrew A Kassof, P.C.	.30	Review and analyze reply brief re exclusivity (.1); telephone conference with J. Zeiger re litigation status and discovery issues and exchange correspondence re strategy re expert issues (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Kristina Alexander	7.50	Prepare for and conduct contract attorney training (2.7); correspond with K&E team re document collection and production status (.2); telephone conference with D. Freedman re same (.2); telephone conference with M. Koss re adversary complaint and related case issues (.5); telephone conference with L. Brussel and V. Sommella (.9); telephone conference with C. Greco (.5); telephone conferences with B. Echols to prepare for hearing and follow up re same (.3); review and revise letter re case status and telephone conference with B. Echols re same (1.8); telephone conference with D. Freedman re document collection and production (.4).
10/24/13	Antonio Soto	1.00	Prepare client original files for delivery to outside vendor for processing in preparation for attorney review and production (.6); upload volumes to V. Collin's K&E Dropbox account (.4).
10/24/13	Christopher Marcus, P.C.	2.70	Telephone conference with DPW re intercreditor issues (.7); meeting with committee re substantive consolidation issues (1.1); substantive consolidation research (.9).
10/24/13	Jeff V McMurray	4.00	Coordinate upcoming ESI production and correspond with case team re same.
10/24/13	David Freedman	2.50	Review and revise memorandum re summary of custodian collections to date.
10/24/13	David Freedman	4.70	Review and draft memorandum re Cengage's custodial collections to date.
10/24/13	Travis Bayer	.80	Telephone conference with K&E and Ocean Tomo teams re copyrights.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Jason Gott	5.20	Review and revise memorandum re precedent re allocation of enterprise value (1.3); review and draft mediation statement exhibits (.9); review and revise mediation statements re first lien claims, trust structure (.8); telephone conference with W. Guerrieri, T. Bayer re mediation statements (.4); review and revise mediation statement re disputed copyrights (1.8).
10/24/13	Jeremy Press	2.70	Prepare for and participate in contract attorney training.
10/24/13	Stanley Wash	3.80	Prepare for and participate in telephone conference with L. Brussel, V. Sommella, and K. Alexander re outstanding discovery requests from Committee (2.3); review and analyze laptop drive digest for Cengage custodian J. Donohue (.7); review and analyze current highlighting protocol for potentially privileged terms re electronic document review, and communicate changes to V. Collins with Global Legal for implementation (.8).
10/24/13	John Nedeau	.70	Review and compile contested issues pleadings (.6); correspond with B. Friedman re same (.1).
10/24/13	Jeffrey J Zeiger	1.90	Review and draft correspondence with J. Toof re deposition scheduling (.3); review and draft outline of potential issues and responses re discovery for hearing (1.6).
10/24/13	Rocio Renteria	3.50	Correspond with K&E team and vendors re document collection and production.
10/24/13	Jeffrey Freeman	5.80	Review and draft answer to Apax complaint (4.7); review and analyze documents for fact development (1.1).
10/24/13	Andrew Fromm	5.40	Review and analyze key documents for deposition preparation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Barack S Echols	7.10	Review and analyze correspondence re discovery and deposition planning (1.1); prepare for hearing and draft outline and review materials and telephone conferences and correspondence with team re same (4.9); prepare for and participate in telephone conference with consulting experts re copyright analysis issues (.4); telephone conference with team re intercreditor issues (.7).
10/24/13	Andrew A Kassof, P.C.	.40	Review and correspond re various discovery issues and related strategy (.1); review and analyze work product re same (.1); review and analyze draft correspondence re schedule issues (.2).
10/25/13	Kristina Alexander	7.00	Correspond with B. Echols and J. Zeiger re discovery issues (.3); review and analyze production statistics and status from vendors and prepare projections for team (.4); follow up re same (1.2); telephone conference with J. Toof re stipulation and discovery issues and follow up re same (.4); telephone conferences with D. Freedman, Global, Ricoh and team re document collection, production and related issues (1.7); correspond with L. Brussel, S. Tassel, R. McNamara & A. Kvaal re collection and production of documents and correspond with vendors, including Global and 4Discovery re same (2.9); correspond with J. Zeiger and B. Echols re same (.1).
10/25/13	Jeff V McMurray	8.00	Coordinate ESI production and correspond with case team re same (4.6); review and revise correspondence and tracking chart (3.4).
10/25/13	David Freedman	.10	Review and draft correspondence with K. Alexander re date range for D. Durbin hard copy documents.
10/25/13	David Freedman	.20	Prepare for and participate in telephone conference with K. Alexander and Global re issues with McNamara laptop PST files.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	David Freedman	.40	Prepare for and participate in telephone conference with K. Alexander and Global re document processing and searching update.
10/25/13	David Freedman	.40	Review and draft correspondence to 4Discovery and Global re outstanding drive digests.
10/25/13	David Freedman	.50	Review and revise custodian collection tracking chart.
10/25/13	David Freedman	.60	Review and draft correspondence with K. Alexander, S. Wash, A. Fromm, and J. Freeman re key document review.
10/25/13	David Freedman	.70	Review and analyze S. Tassel laptop and network drive digests.
10/25/13	David Freedman	4.20	Review and analyze key documents batch set.
10/25/13	Jeremy Press	10.00	Review and analyze key documents (8.3); review and draft correspondence with team re results of key document review (1.7).
10/25/13	Stanley Wash	2.60	Review and analyze contracts relating to the 2007 leveraged buy out re choice of law (.6); prepare for and participate in telephone conference re case timeline (.5); coordinate and produce electronically stored information (.8); telephone conference with litigation and restructuring team re proposed scheduling and timelines (.7).
10/25/13	Jessica A Silverman	1.50	Research and analyze issues re lender's complaint.
10/25/13	Toni Anderson	2.50	Prepare Cengage production volumes from vendor to network for uploading to opposing FTP server.
10/25/13	Jeffrey J Zeiger	.50	Review and revise B. Echols outline for hearing.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Rocio Renteria	2.50	Correspond with K&E team and vendors re document collection and production.
10/25/13	Jeffrey Freeman	3.50	Review and revise correspondence to adversary complaint.
10/25/13	Andrew Fromm	7.30	Draft and revise objections and responses to discovery requests (2.4); review and analyze key documents for deposition preparation (4.9).
10/25/13	Barack S Echols	4.50	Correspond with J. Zeiger and team re discovery status and hearing preparation (.6); prepare for and participate in bankruptcy hearing and follow up re same (3.2); review and analyze pleadings and correspondence re same (.7).
10/25/13	Andrew A Kassof, P.C.	.30	Review and correspond with litigation team re hearing summary.
10/26/13	Kristina Alexander	3.00	Draft correspondence re document collection and production, deposition preparation (1.8); review and analyze documents for production (1.2).
10/26/13	Jason Gott	1.30	Review and revise mediation statement re copyrights.
10/26/13	Jeremy Press	4.00	Review and analyze key documents.
10/26/13	Stanley Wash	.60	Review and analyze key documents.
10/26/13	Andrew Fromm	1.00	Review and analyze key documents for deposition preparation.
10/26/13	Andrew A Kassof, P.C.	.20	Review and analyze Milbank complaint and CSC motion to dismiss.
10/27/13	Kristina Alexander	3.20	Correspond with K&E team and vendors re document production issues, collection count and next steps (2.8); follow up correspondence re same (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/27/13	David Freedman	.50	Prepare for and participate in telephone conferences with K. Alexander re document collection and review status.
10/27/13	David Freedman	.50	Review and draft correspondence with 4Discovery re laptop and network document collection issues.
10/27/13	David Freedman	.60	Review and analyze D. Durbin hard copy documents on relativity.
10/27/13	David Freedman	.90	Prepare for and participate in telephone conference with K. Alexander and Global re document review and collection status.
10/27/13	David Freedman	1.50	Review and analyze custodian interviews to determine consistency with collections.
10/27/13	David Freedman	2.00	Review and draft summary tracking chart re status of document collections and review.
10/27/13	Jeremy Press	4.00	Review and analyze key documents.
10/27/13	Stanley Wash	1.50	Review and analyze key documents.
10/27/13	Toni Anderson	1.00	Prepare Cengage production volumes from vendor to network for uploading to opposing FTP server.
10/27/13	Jeffrey J Zeiger	1.20	Review and analyze business plan and other key documents in preparation for depositions.
10/27/13	Andrew Fromm	2.00	Review and analyze key documents for deposition preparation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Kristina Alexander	4.50	Correspond with D. Freedman, S. Wash and team re document collection issues and content of documents (.3); follow up re same (.8); office conference with J. Zeiger and follow up re same (.7); correspond with team re hard copy collection and unitization (.2); telephone conference with D. Freedman and A. Fromm re deposition preparation (.2); office conference with J. Press re upcoming depositions and preparation for same (.5); telephone conferences with D. Freedman re document collection, production and status (.4); telephone conferences re case status (.4); telephone conference with J. Zeiger, A&M re deposition preparation and review and analyze letter filed by Committee re Apax documents (1.0).
10/28/13	Christopher Marcus, P.C.	1.00	Review and analyze correspondence re discovery.
10/28/13	Paige Barnum	2.80	Review and revise production materials database for use by attorney and legal assistant staff (2.1); create new user Dropbox accounts and provide access and support for same (.7).
10/28/13	Jeff V McMurray	3.00	Review and revise correspondence and production tracking chart (1.6); coordinate upcoming informal and ESI productions and correspond with case team re same (1.4).
10/28/13	David Freedman	.20	Prepare for and participate in telephone conference with Global and Ricoh re hard copy collection unitization.
10/28/13	David Freedman	.30	Review and draft correspondence with Global re status of priority custodian laptop correspondence and nonpriority custodian local and network data.
10/28/13	David Freedman	.30	Review and draft correspondence with Ricoh and L. Brussel re logical unitization of hardcopy documents.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	David Freedman	.50	Review and revise custodian collection and tracking sheet.
10/28/13	Jeremy Press	8.30	Review and revise results of key documents for team (5.2); office conference with K. Alexander re preparation for depositions (.9); prepare fact timeline for deposition (1.3); review and analyze key documents (.9).
10/28/13	Stanley Wash	3.10	Prepare for and participate in telephone conference re project updates (.5); conference with J. Zeiger and R. Kwasteniet re scheduling of expert report disclosure (.4); review and analyze electronic documents responsive to discovery requests from Committee, and prepare same for production (2.2).
10/28/13	Angela Snell	.40	Review and analyze declaratory judgment complaint.
10/28/13	Toni Anderson	2.00	Conference with IT Service Desk re location of correspondence alias for specific K&E users (.6); prepare memorandum re various correspondence aliases of specific K&E custodians for collection preparation (1.4).
10/28/13	Jeffrey J Zeiger	5.90	Conference with K. Alexander and S. Wash re deposition strategy and assignments (.8); telephone conference with Lazard re business plan background (.5); telephone conference with R. Kwasteniet re follow up issues and assignments (.2); draft correspondence to team re deposition assignments (.1); telephone conference with A&M re business plan background (.8); telephone conference with W. Russell re Apax answer and Ocean Tomo analysis (.1); telephone conference with R. Kwasteniet re same (.2); review and revise project list (2.1); review and analyze key documents for depositions (1.1).
10/28/13	Jeffrey Freeman	.80	Research re Milbank standing to file complaint.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Andrew Fromm	7.20	Review and analyze key documents for deposition preparation (6.1); coordinate document collection for A&M and Lazard (1.1).
10/28/13	Barack S Echols	2.60	Review and analyze draft mediation statements (1.3); review and analyze correspondence re discovery issues (.2); correspond and telephone conference with team re discovery and deposition preparation issues (.3); review and analyze prior deposition transcripts and pleadings and correspondence (.8).
10/28/13	Andrew A Kassof, P.C.	.40	Review and analyze Lazard expert report (.3); review and analyze Committee letter re Apax documents and correspondence re Committee position on disputed copyrights (.1).
10/28/13	Lolita Nurse	.30	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/29/13	Christopher T Greco	5.70	Review and revise letter denying Committee standing on certain new issues re disputed copyrights, including recordation and perfection of same (1.4); correspond with J. Gott and R. Kwasteniet re same (.7); research issues re STN and related points (1.5); correspond with copyright team and incorporate comments to letter and distribute to internal working group for comments (2.1).
10/29/13	Kristina Alexander	3.60	Correspond with S. Wash re deposition preparation (.3); telephone conference with vendor and D. Freedman re document collection and production issues (.9); correspond with team re same (.1); review and analyze production statistics and review and revise projections for completion (.6); conference and correspond re same with vendor and litigation team (1.7).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Kristina Alexander	7.00	Draft correspondence to vendor and K&E team re pending matters and next steps for document production (.9); correspond with J. Zeiger and B. Echols re draft letter (.1); telephone conference re intervention stipulations (.2); conference and correspond re document collection and production matters (.9); review and revise the team project list and transmit same (.7); correspond with J. Zeiger re status (.2); telephone conferences with vendors re collection, processing and production (.5); provide update to J. Zeiger and B. Echols re same (.3); prepare chart summarizing production statistics and projections for future production (1.1); telephone conference with B. Echols, J. Zeiger and restructuring team re case status (.8); office conference with litigation team re case status and pending action items (1.3).
10/29/13	Christopher Marcus, P.C.	1.30	Review and analyze correspondence re royalty rate (.3); review and analyze correspondence re discovery and intervention (.7); review and analyze standing letter (.3).
10/29/13	Paige Barnum	1.80	Create new user Dropbox accounts and provide access and support for same (1.4); correspond with vendor and prepare FTP exchanges of data for upload (.4).
10/29/13	Jeff V McMurray	8.00	Compile hard copy review set re Donahue, Moore, Rieders, Stone witness files (1.9); upload Willkie interview memorandum, draft production letter and circulate same to distribution group (.2); coordinate upcoming ESI production and correspond with case team re same (5.9).
10/29/13	David Freedman	.50	Review and revise Cengage document collection and review and analyze tracking chart.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	David Freedman	.50	Prepare for and participate in telephone conference with K. Alexander and Global re status of collections and contract attorney review.
10/29/13	David Freedman	.60	Review and draft summary correspondence with K. Alexander re review status for priority custodians.
10/29/13	David Freedman	1.00	Prepare for and participate in office conference with J. Zeiger, B. Echols, A. Kassof, K. Alexander, A. Fromm, S. Wash, J. Press, R. Renteria, and J. McMurray re upcoming depositions and assignments.
10/29/13	David Freedman	1.70	Prepare D. Durbin deposition witness file.
10/29/13	Jason Gott	1.90	Review and draft response letter to Committee counsel re standing (.9); review and revise same (.4); correspond with K&E team re same (.3); review and revise motion re Literary Works settlement (.3).
10/29/13	Jeremy Press	6.90	Office conference with J. Zeiger, B. Echols, A. Fromm, D. Freedman, K. Alexander, S. Wash, R. Renteria, and J. McMurray re preparation for depositions (1.1); review and analyze Lazard draft report (2.4); review and analyze key documents (.8); highlight key documents for K. Stone in preparation for deposition (.7); prepare Cengage fact timeline (1.9).
10/29/13	Stanley Wash	1.50	Prepare for and participate in office conference re deposition preparation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Jeffrey J Zeiger	7.30	Review and revise letter to constituents re scheduling and proposed schedule (.4); telephone conference with J. Henes, C. Greco, B. Echols, and K. Alexander re same (.5); telephone conference with B. Echols re same (.2); office conference with team re deposition preparation and assignments (.9); review and draft outline of key preparation points for depositions (2.8); review and analyze key documents in preparation for depositions (1.1); review and analyze document production issues (.8); review and draft correspondence with J. Toof re Willkie document production (.6).
10/29/13	Ross M Kwasteniet	1.10	Review and comment on draft motion to approve settlement of pending class action litigation re content licenses.
10/29/13	Rocio Renteria	.50	Review and approve contract attorney timecards.
10/29/13	Jeffrey Freeman	3.80	Research support of motion to dismiss first lien lenders' adversary complaint.
10/29/13	Andrew Fromm	5.40	Review and analyze key document for deposition preparation (2.9); conference with A. Kassof, J. Zeiger, B. Echols, K. Alexander, David Freedman, S. Wash and J. Press re discovery tasks (1.1); draft and revise objections and responses to Committee discovery requests (1.4).
10/29/13	Barack S Echols	3.60	Review and analyze correspondence re discovery issues (.4); prepare for and follow up to telephone conference with restructuring team re case planning and strategy (.7); office conference with J. Zeiger and team re discovery status and strategy and follow up re same (1.6); review and analyze operating and business plan (.9).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Andrew A Kassof, P.C.	1.30	Office conference with K&E team re discovery and litigation strategy and review and analyze various correspondence re discovery issues (1.2); review and analyze revised draft of schedule and correspondence re discovery (.1).
10/29/13	Lolita Nurse	.30	Process case documents and identify key information for incorporation into master files and corresponding databases.
10/30/13	Kristina Alexander	7.30	Correspond with K&E team re document collection and production issues, pending tasks (.4); follow up with A&M re same and coordinate production of related documents (.4); review and analyze correspondence re privilege log issues and respond to same (.3); correspond with vendor and contract attorney supervisor to coordinate review of priority documents (1.1); review and analyze documents for certain custodians (1.6); prepare correspondence re 30(B)(6) witness issues and transmit same (.8); telephone conferences with vendors and correspondence to J. Zeiger re same (1.0); draft, review and revise letter to counsel re proposed witnesses and deposition schedule (1.3); review and analyze correspondence from D. Freedman and provide comments to same (.2); draft correspondence re intervention stipulations (.1); correspond with B. Echols and J. Zeiger re privilege issues (.1).
10/30/13	Antonio Soto	1.00	Upload production volume CENGAGE045 to the K&E production distribution folder (.3); prepare client original files for delivery to outside vendor for processing in preparation for attorney review and production (.7).
10/30/13	Paige Barnum	.50	Prepare native materials on network for FTP transfer and correspond with vendor re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Jeff V McMurray	7.50	Coordinate upcoming ESI productions and correspond with case team re same (5.2); update correspondence and production tracking chart (1.4); revise employee organizational chart (.9).
10/30/13	David Freedman	.30	Prepare for and participate in telephone conference with J. McMurray, R. Renteria and Global re privilege log.
10/30/13	David Freedman	.50	Prepare D. Durbin witness file.
10/30/13	David Freedman	1.30	Review and draft summary correspondence with J. Zeiger, K. Alexander, S. Wash, A. Fromm, and J. Press re privilege logging instructions for contract attorneys.
10/30/13	David Freedman	3.90	Review and draft contract attorney privilege log instructions.
10/30/13	Jeremy Press	7.40	Prepare employee organization chart (.6); review and analyze key documents, including highlighting key documents for G. Moore in preparation for deposition (6.8).
10/30/13	Stanley Wash	2.90	Review, analyze, and prepare for production documents responsive to discovery requests from Committee, conferences with L. Brussel, V. Sommella, N. Ream, and Global Legal team to coordinate collection and production of responsive documents.
10/30/13	Jeffrey J Zeiger	.70	Telephone conference with S. O'Donnell re document production status and deposition issues (.3); address follow up issues re same (.2); review and revise expert stipulation (.2).
10/30/13	Rocio Renteria	3.00	Coordinate with team and staffing company re addition of new contract attorneys and privilege review (2.2); download A&M documents, prepare same for document production (.4); conference re case status (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	Robert Orren	.50	Retrieve, prepare and distribute to R. Kwasteniet first lien answer in disputed cash adversary proceeding.
10/30/13	Jeffrey Freeman	.40	Review and revise expert stipulation.
10/30/13	Andrew Fromm	7.20	Review and analyze key document for deposition preparation.
10/30/13	Barack S Echols	1.60	Correspond with J. Zeiger and team re case planning and strategy and review and analyze pleadings and correspondence re same. (1.3); review and analyze expert discovery stipulation and follow up correspondence re same (.3).
10/30/13	Andrew A Kassof, P.C.	.20	Review and analyze correspondence re discovery progress and issues.
10/31/13	Christopher T Greco	1.40	Review and revise letter to Committee denying standing on disputed copyright issues (1.2); distribute letter to Committee advisors (.2).
10/31/13	Kristina Alexander	4.40	Correspond with vendors, team and company re document collection and production, and telephone conferences with vendor re quality control documents and remaining documents (3.3); review and revise intervention stipulations and correspondence re same (1.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Kristina Alexander	6.20	Train contract attorneys (1.5); correspond with D. Freedman and J. Zeiger (.4); correspond with S. Herlihy and E. Larson re same (.1); office conferences with J. Zeiger (.3); telephone conference with Committee and second liens re production and deposition schedule and follow up with J. Zeiger re same (1.2); correspond with K&E team and Global re document production issues (.5); telephone conference with A&M re business plan and review documents re same (1.3); review and analyze digests and conference with D. Friedman re same (.3); telephone conferences with J. Press, S. Wash, A. Fromm and Global re A&M documents and general key documents (.4); conference with S. Wash re same (.2).
10/31/13	Jeff V McMurray	7.50	Review and revise deposition calendar (.3); cross-reference Kvaal correspondence files against drive digest (2.1); coordinate sixth and seventh ESI productions and correspond with case team re same (5.1).
10/31/13	David Freedman	10.00	Prepare for and participate in telephone conference with K&E litigation team and A&M re deposition preparation (.9); train contract attorneys re privilege logging (1.5); review and analyze declaration of D. Durbin in support of chapter 11 petitions and first day motions (2.0); review and analyze B. Kosturos witness file documents on relativity (2.4); review and analyze D. Durbin deposition re cash collateral (3.2).
10/31/13	Jeremy Press	8.20	Review and analyze key Alvarez & Marsal documents and other key documents (6.3); search key documents re expert report (.7); prepare for and participate in telephone conference with J. Zeiger, B. Echols, S. Wash, A. Fromm D. Freedman, K. Alexander, and Alvarez & Marsal team (1.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Stanley Wash	5.20	Prepare for and participate in telephone conference with Alvarez and Marsal re business plan (1.6); review and analyze documents provided by Alvarez and Marsal to be produced in response to discovery requests (2.2); coordinate and produce copyright related documents (1.4).
10/31/13	Kate Marino	.50	Reactivate C. Langbein's dropbox account.
10/31/13	Toni Anderson	4.50	Prepare Cengage and CengageCR documents to production database for review (1.3); review and compile Cengage production volumes from vendor FTP server to network (1.6); telephone conference with vendor re electronic discovery processing specifications and replacement files (.7); telephone conference re discovery status with vendor and outstanding errors with production data (.9).
10/31/13	Jeffrey J Zeiger	4.60	Review and revise privilege log instructions for contract attorneys (.3); telephone conference with S. O'Donnell re deposition issues (.2); address follow up issues re same (.2); review and draft outline for telephone conference with Committee and second lien trustee re discovery and deposition issues (.7); telephone conference with same re same (.7); telephone conference with S. O'Donnell re follow up issues from telephone conference with Committee (.2); telephone conference with J. Henes re same (.2); telephone conference with B. Echols re same (.2); telephone conference with A&M re deposition preparation issues (.9); address deposition scheduling issues (.8); telephone conference with K. Carson re same (.2).
10/31/13	Rocio Renteria	1.00	Correspond with K&E team and vendors re document collection and production.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

25 - Lit., Contested Issues, Adversary Proc.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Andrew Fromm	6.10	Review and analyze key documents for deposition preparation (5.2); telephone conference with K. Alexander, J. Zeiger, B. Echols, S. Wash, David Freedman, and J. Schmaltz re key documents (.9).
10/31/13	Expert Witness Research	1.80	Research re research background on B. Heys.
10/31/13	Barack S Echols	2.90	Correspond with J. Zeiger re case status and planning and follow up re same (.8); review and analyze draft answer (.2); prepare for and correspond with consultant re business plan and review and analyze documents re same (1.9).
10/31/13	Andrew A Kassof, P.C.	.20	Review and correspond re various discovery issues.
		,071.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195702
Client Matter: 15222-26

In the matter of Schedules, SoFAs

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 357.50
---	-----------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u>\$.00</u>
---	---------------

Total legal services rendered and expenses incurred	\$ 357.50
---	-----------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

26 - Schedules, SoFAs

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Guerrieri	.50	715.00	357.50
TOTALS	.50		\$357.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

26 - Schedules, SoFAs

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/30/13	William Guerrieri	.50	Correspondence re amended schedules.
		.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195703
Client Matter: 15222-27

In the matter of Tax Issues

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 19,890.00

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 19,890.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

27 - Tax Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad Davis	11.70	845.00	9,886.50
Jason Gott	2.80	495.00	1,386.00
William Guerrieri	1.30	715.00	929.50
Todd F Maynes, P.C.	1.50	1,150.00	1,725.00
Joel A Peters-Fransen	8.90	670.00	5,963.00
TOTALS	26.20		\$19,890.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

27 - Tax Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Joel A Peters-Fransen	.50	Review and analyze Milbank comments to disclosure statement re tax issues (.2); prepare for and participate in office conference re same with T. Davis (.1); research tax requirements re passive activities for trust qualification (.2).
10/01/13	Thad Davis	.80	Prepare for and participate in telephone conference re client tax model (.2); review and analyze proposed changes to disclosure statement (.6).
10/02/13	Thad Davis	.10	Review and draft correspondence re tax model.
10/03/13	Joel A Peters-Fransen	.40	Review and analyze changes to plan and disclosure statement re tax issues.
10/08/13	Thad Davis	1.10	Review and analyze latest tax model.
10/09/13	Joel A Peters-Fransen	3.00	Prepare for and participate in telephone conference with T. Davis, B. Mulligan and S. Neckritz re tax issues (1.8); follow-up research re attribute reduction debt floor and discuss same with T. Davis (1.2).
10/09/13	Thad Davis	3.30	Prepare for and participate in telephone conference with client re tax model (1.4); research same (1.0); correspond with T. Maynes re same (.9).
10/10/13	Joel A Peters-Fransen	1.50	Prepare for and participate in telephone conference re attribute reduction liability floor issues.
10/10/13	Thad Davis	2.30	Prepare for and participate in telephone conference with client re tax attributes (.7); research same (1.0); prepare for and participate in office conference with T. Maynes re same (.2); prepare for and participate in office conference with J. Peters-Fransen re same (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

27 - Tax Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/10/13	Todd F Maynes, P.C.	1.00	Prepare for and participate in conferences re liability floor.
10/11/13	Thad Davis	.30	Prepare for and participate in telephone conference with client re tax model.
10/11/13	Todd F Maynes, P.C.	.50	Prepare for and participate in conferences re liability floor.
10/23/13	Thad Davis	.30	Prepare for and participate in office conference with J. Peters-Fransen re tax issues (.2); review and draft correspondence re same (.1).
10/24/13	Thad Davis	1.60	Review and analyze plan and disclosure statement re tax issues.
10/28/13	Jason Gott	.90	Prepare for and participate in telephone conference with B. Mulligan, S. Neckritz, W. Guerrieri re net operating losses (.6); correspond with W. Guerrieri re same (.3).
10/28/13	Thad Davis	.50	Research treatment of intercompany debt.
10/29/13	Joel A Peters-Fransen	.20	Prepare for and participate in conference with T. Davis re updates from telephone conference with company and next steps.
10/29/13	Jason Gott	1.90	Prepare for telephone conference with company, C. Langbein, T. Davis re net operating losses (.7); participate in telephone conference re same (.6); review and draft correspondence re same (.6).
10/29/13	Thad Davis	.90	Prepare for and participate in telephone conference with company re tax sharing payments.
10/30/13	Thad Davis	.30	Review and analyze client tax basis calculations.
10/31/13	Joel A Peters-Fransen	3.30	Review and analyze tax-sharing agreement, intercompany adjustment analysis and research tax issues re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

27 - Tax Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Thad Davis	.20	Prepare for and participate in office conference with J. Peters-Fransen re stock basis adjustments.
10/31/13	William Guerrieri	1.30	Review and analyze summary re tax sharing claims (.7); correspond with J. Gott re same (.6).
		26.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195704
Client Matter: 15222-28

In the matter of Travel

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 29,294.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 29,294.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

28 - Travel

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kristina Alexander	5.00	675.00	3,375.00
Ryan Dattilo	.60	630.00	378.00
Barack S Echols	3.00	835.00	2,505.00
Jeffrey Freeman	3.30	715.00	2,359.50
Christopher T Greco	.80	735.00	588.00
William Guerrieri	7.00	715.00	5,005.00
Melissa Koss	.60	630.00	378.00
Ross M Kwasteniet	13.50	840.00	11,340.00
Christopher Marcus, P.C.	1.70	895.00	1,521.50
John Nedeau	.70	160.00	112.00
Jeffrey J Zeiger	2.10	825.00	1,732.50
TOTALS	38.30		\$29,294.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

28 - Travel

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/15/13	Ross M Kwasteniet	2.20	Travel from Chicago, IL to New York, NY re conference (billed at half time).
10/15/13	William Guerrieri	2.90	Travel to and from New York, NY and Chicago, IL re valuation meeting (billed at half time).
10/16/13	Ross M Kwasteniet	2.50	Travel from New York, NY to Chicago, IL re conference (billed at half time).
10/17/13	Kristina Alexander	2.50	Travel from client in Stamford, CT re discovery issues (billed at half time).
10/17/13	Kristina Alexander	2.50	Travel to client in Stamford, CT re discovery issues (billed at half time).
10/17/13	Jeffrey J Zeiger	1.60	Travel from New York, NY to Stamford, CT re Committee interviews (billed at half time).
10/18/13	Christopher Marcus, P.C.	1.70	Travel from New York, NY to Stamford, CT re conference with Committee (.8) (billed at half time); return travel from Stamford, CT to New York, NY re same (.9) (billed at half time).
10/18/13	Jeffrey J Zeiger	.50	Travel from Stamford, CT to New York, NY re conference with Committee (billed at half time).
10/20/13	Jeffrey Freeman	1.80	Travel from Chicago, IL to Boston, MA re document collection (billed at half time).
10/21/13	Jeffrey Freeman	1.50	Travel from Boston, MA to Chicago, IL re document collection (billed at half time).
10/23/13	Ross M Kwasteniet	2.20	Travel from Chicago, IL to New York, NY re hearing (billed at half time).
10/23/13	William Guerrieri	2.10	Travel from Chicago, IL to New York, NY re hearing (billed at half time).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

28 - Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Barack S Echols	1.30	Travel to New York, NY re hearing (billed at half time).
10/25/13	Christopher T Greco	.80	Travel to and from Brooklyn, NY re court hearing (billed at half time).
10/25/13	Ryan Dattilo	.60	Travel to and from Brooklyn, NY (billed at half time).
10/25/13	Ross M Kwasteniet	2.30	Travel from New York, NY to Chicago, IL re hearing (billed at half time).
10/25/13	Melissa Koss	.60	Travel to and from Bankruptcy Court (billed at half time).
10/25/13	William Guerrieri	2.00	Travel from New York, NY to Chicago, IL re hearing (billed at half time).
10/25/13	Barack S Echols	1.70	Return travel from New York, NY to Chicago, IL (billed at half time).
10/29/13	Ross M Kwasteniet	2.10	Travel from Chicago, IL to New York, NY (billed at half time).
10/30/13	John Nedeau	.70	Travel to Donlin Recano to get claims stamped (.3) (billed at half time); transport proofs of claim back to K&E office to be scanned (.4) (billed at half time).
10/30/13	Ross M Kwasteniet	2.20	Travel from New York, NY to Chicago, IL (billed at half time).
		38.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4206969
Client Matter: 15222-29

In the matter of U.S. Trustee Issues

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 690.00
---	-----------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u>\$.00</u>
---	---------------

Total legal services rendered and expenses incurred	\$ 690.00
---	-----------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

29 - U.S. Trustee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ross M Kwasteniet	.50	840.00	420.00
Laura Saal	.60	285.00	171.00
Angela Snell	.20	495.00	99.00
TOTALS	1.30		\$690.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

29 - U.S. Trustee Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Angela Snell	.20	Review and analyze U.S. Trustee fee due dates.
10/31/13	Ross M Kwasteniet	.50	Prepare for and participate in telephone conference with U.S. Trustee re disclosure statement comments (.4); follow-up re same (.1).
10/31/13	Laura Saal	.60	Prepare and electronically file monthly operating report (.5); coordinate service of same (.1).
		1.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195706
Client Matter: 15222-31

In the matter of CLAI - Disputed Cash Issues

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 5,298.50
---	-------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 5,298.50
---	-------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

31 - CLAI - Disputed Cash Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Guerrieri	1.30	715.00	929.50
Erik Hepler	.30	955.00	286.50
Ross M Kwasteniet	2.00	840.00	1,680.00
Christopher Marcus, P.C.	2.50	895.00	2,237.50
Jeffrey J Zeiger	.20	825.00	165.00
TOTALS	6.30		\$5,298.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

31 - CLAI - Disputed Cash Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/02/13	Jeffrey J Zeiger	.20	Review and revise stipulation re Committee intervention in disputed cash adversary.
10/02/13	Ross M Kwasteniet	.80	Review and comment on draft intervention stipulation re disputed cash adversary proceeding.
10/09/13	Erik Hepler	.30	Correspond re cash treatment.
10/11/13	Ross M Kwasteniet	1.20	Review and analyze issues re first lien ad hoc and committee intervention into disputed cash adversary proceeding (.9); correspond re same (.3).
10/23/13	William Guerrieri	1.30	Review and analyze disputed cash pleadings filed by lenders.
10/29/13	Christopher Marcus, P.C.	2.50	Review and analyze lender cash complaint (.5); research re constructive trust and bread of fiduciary duty (2.0).
		6.30	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195708
Client Matter: 15222-34

In the matter of Disputed Copyright Causes of Action

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$ 57,619.50
---	--------------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
---	-------------------------

Total legal services rendered and expenses incurred	\$ 57,619.50
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	6.60	495.00	3,267.00
Andrew Brniak	.40	250.00	100.00
Dale M Cendali, P.C.	9.50	1,025.00	9,737.50
Jason Gott	.20	495.00	99.00
William Guerrieri	9.40	715.00	6,721.00
Erik Hepler	.40	955.00	382.00
Ross M Kwasteniet	25.70	840.00	21,588.00
Brian Leary	2.10	495.00	1,039.50
Daniel Lewis	1.50	715.00	1,072.50
Matthew S Lovell	2.10	740.00	1,554.00
Renee M Prescan	1.10	315.00	346.50
Shanti E Sadtler	20.00	565.00	11,300.00
Jeffrey J Zeiger	.50	825.00	412.50
TOTALS	79.50		\$57,619.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Brian Leary	2.10	Research severability of inventory from copyright (1.8); correspond with S. Sadtler summarizing research (.3).
10/01/13	Erik Hepler	.40	Review and analyze treatment of tort claims re copyrights.
10/01/13	Ross M Kwasteniet	.70	Prepare for and participate in telephone conference with D. Polk and Milbank re copyright issues.
10/01/13	William Guerrieri	2.50	Correspond with T. Bayer re finalization of copyright complaint (.4); review and revise same (1.1); prepare for and participate in telephone conference with R. Kwasteniet re same (1.0).
10/01/13	Shanti E Sadtler	4.50	Review and analyze agreements re copyrights and separate interests to inventory and accounts, and documents re recordation and perfection of such interests (2.1); conference with J. Gott re relevant facts re same (.4); correspond re legal research re significance of separate Security Agreement in analyzing perfection of interests re copyrighted materials (2.0).
10/02/13	Dale M Cendali, P.C.	1.00	Review and analyze copyright issues re perfection (.3); review and analyze case law with S. Sadtler (.6); correspond with S. Sadtler re research (.1).
10/02/13	Shanti E Sadtler	1.20	Research re perfection and avoidance of security interests in copyrights and their proceeds and products.
10/03/13	Dale M Cendali, P.C.	1.50	Multiple correspondence with R. Kwasteniet and team re security interest issues (.3); review and revise comments on draft language re perfection issue (.8); review and analyze case law (.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Travis Bayer	1.10	Review and revise copyright complaint.
10/03/13	Ross M Kwasteniet	3.40	Review and revise disputed copyright adversary proceeding (2.1); review and analyze research re same (1.3).
10/03/13	Shanti E Sadtler	2.20	Review and revise complaint re avoidance of interests in copyrights and their products and proceeds (1.6); conference with D. Cendali re same (.3); correspond with bankruptcy team re same (.1); review and analyze In re Peregrine decision for same (.2).
10/04/13	Dale M Cendali, P.C.	3.50	Review and analyze long-form and short-form security agreement (.2); review and analyze Peregrine decision (.4); prepare for telephone conference with R. Kwasteniet (.2); review and analyze draft complaint re copyright issues (.2); conference with S. Sadtler re same (.3); draft and revise advice report to R. Kwasteniet (2.1); correspond with S. Sadtler re write-up of Cengage research re copyright and perfection (.1).
10/04/13	Travis Bayer	4.40	Telephone conference and correspond with K&E team re copyright complaint (.9); research re same (.7); review and revise same (2.5); telephone conference with S. Wash re same (.3).
10/04/13	Ross M Kwasteniet	4.60	Review and analyze Committee arguments re copyright perfection issues (2.4); prepare for and participate in internal telephone conference re same (.8); review and analyze final version of copyright adversary proceeding (1.4).
10/04/13	William Guerrieri	2.50	Correspond with T. Bayer re finalization of copyright complaint (.4); review and revise same (1.1); prepare for and participate in telephone conference with R. Kwasteniet re same (1.0).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/04/13	Shanti E Sadtler	2.30	Review and analyze language for copyright complaint (.7); review and revise same (.8); conference with D. Cendali re same (.3); correspond with bankruptcy group re same (.1); telephone conference with D. Cendali, R. Kwasteniet, W. Guerrieri, and M. Lovell re same and re overall strategy for copyright issues (.4).
10/05/13	Travis Bayer	1.10	Prepare and file copyright complaint.
10/05/13	William Guerrieri	1.50	Correspond with T. Bayer re finalization of copyright complaint (.4); review and revise same (1.1).
10/08/13	Ross M Kwasteniet	3.30	Review and analyze issues re reconciliation of company list of registered copyright and various copyright recordation filings (1.9); review and analyze Committee arguments re copyright issues (.9); review and analyze next steps in copyright adversary proceeding (.5).
10/08/13	Shanti E Sadtler	.20	Review and analyze press coverage of copyright complaint (.1); review and draft correspondence to team re same (.1).
10/09/13	Andrew Brniak	.40	Review and compile copyright complaints (.3); correspond with R. Kwasteniet and M. McCarthy re same (.1).
10/09/13	Ross M Kwasteniet	1.00	Prepare for and participate in telephone conference re copyright reconciliation project and next steps (.8); review and analyze issues re same (.2).
10/16/13	Ross M Kwasteniet	1.50	Prepare for office conference with creditor advisors re copyright valuation.
10/17/13	Ross M Kwasteniet	2.70	Review and analyze copyright issues and next steps in reconciliation.
10/17/13	Ross M Kwasteniet	3.50	Prepare for and participate in office conference with creditor advisors re copyright valuation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/19/13	William Guerrieri	1.20	Review and analyze issues re copyright claims (.6); correspond with J. Gott re same (.6).
10/21/13	Ross M Kwasteniet	1.00	Review and analyze liens on proceeds of copyright infringement litigation claims.
10/22/13	Ross M Kwasteniet	1.60	Prepare for and participate in telephone conference with committee advisors re additional copyright causes of action (.9); follow-up re same (.7).
10/22/13	William Guerrieri	1.70	Prepare for and participate in telephone conference with Committee re copyright issues (.7); prepare for same (1.0).
10/23/13	Dale M Cendali, P.C.	2.50	Review and analyze new claims by Committee (.8); prepare for conference (.9); correspond with S. Sadtler (.2); telephone conference with Committee's counsel (.4); correspond with S. Sadtler re research (.2).
10/23/13	Matthew S Lovell	2.10	Review and analyze correspondence re unsecured creditor arguments on perfection and conduct preliminary research and analysis re same (.7); draft correspondence to K&E team re Committee's positions (.4); review and analyze S. Sadtler research summary re same (.2); prepare for and participate in telephone conference with Arent Fox and K&E team re copyright perfection (.8).
10/23/13	Daniel Lewis	1.00	Correspond with M. Lovell re copyright security agreement issues (.2); prepare for and participate in telephone conference with S. Sadtler, D. Cendali, M. Lovell, R. Kwasteniet, and Committee re same (.8).
10/23/13	Shanti E Sadtler	3.80	Review and analyze correspondence from R. Kwasteniet re copyright argument of Committee (1.3); research re same (1.2); review and analyze re same (.5); prepare for and participate in telephone conference with D. Cendali, R. Kwasteniet and counsel for Committee re same (.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Dale M Cendali, P.C.	1.00	Correspond with K&E team re mediation statement (.2); review and analyze same (.6); correspond with S. Sadtler re case law and what cites to use (.2).
10/24/13	Jason Gott	.20	Correspond with S. Sadtler re disputed copyrights.
10/24/13	Ross M Kwasteniet	1.20	Prepare for and participate in telephone conference with company and Ocean Tomo re copyright issues.
10/25/13	Shanti E Sadtler	2.00	Research Committee's argument re completeness requirement (.6); review and draft correspondence to counsel for Committee re legal authorities on same (1.1); review and revise mediation statement (.3).
10/29/13	Renee M Prescan	.80	Research re copyright filings (.3); search PTO trademark assignment records and copyright office register for recordings for companies found in search results (.3); prepare for and participate in office conference with R. Wellever re same (.2).
10/29/13	Jeffrey J Zeiger	.50	Telephone conference with R. Kwasteniet and K. Alexander re revisions to Committee intervention stipulation (.3); review and revise letter to Committee re standing on copyright issues (.2).
10/29/13	Ross M Kwasteniet	1.20	Prepare for and participate in telephone conference with advisors to Committee re copyright issues, intervention stipulation, and other issues.
10/29/13	Daniel Lewis	.50	Correspond with M. Lovell and R. Wellever re copyright security interest issues (.4); conference with R. Wellever and M. Lovell re same (.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

34 - Disputed Copyright Causes of Action

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Shanti E Sadtler	3.80	Correspond with D. Cendali, R. Kwasteniet, J. Zeiger, and S. Wash are potential copyright expert (.2); conference re background of case and expert issues (.8); review and revise letter to Committee re response to request for standing (1.2); research re same (1.1); office conference with D. Cendali re same (.3); correspond with committee re same (.2).
10/31/13	Renee M Prescan	.30	Research and analyze assignment records on named companies with M. Nowicki.
		79.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195709
Client Matter: 15222-35

In the matter of Exit Financing

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 47,464.50

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 47,464.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

35 - Exit Financing

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert Enayati	21.40	675.00	14,445.00
Erik Hepler	.20	955.00	191.00
Jason Kanner	3.00	965.00	2,895.00
Glenn B Laken, II	6.80	495.00	3,366.00
Christian O Nagler	.50	890.00	445.00
Meredith Waters	38.70	675.00	26,122.50
TOTALS	70.60		\$47,464.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

35 - Exit Financing

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Robert Enayati	1.50	Review and analyze internal correspondence and intercreditor agreements re collateral issues re exit financing.
10/02/13	Robert Enayati	.60	Review and analyze correspondence from Lazard re exit financing.
10/03/13	Robert Enayati	.30	Review and analyze correspondence from company re BMO Agreement.
10/04/13	Robert Enayati	.50	Review and analyze correspondence from the Company (.3); review and analyze correspondence re real estate collateral (.2).
10/07/13	Robert Enayati	2.60	Correspond with K&E team re real estate collateral (1.0); review and analyze real estate collateral related documents and correspondence (1.6).
10/08/13	Robert Enayati	.80	Correspond with Lazard re term sheet re exit financing.
10/09/13	Robert Enayati	.30	Correspond re use of proceeds memorandum.
10/14/13	Robert Enayati	1.90	Correspond re real estate collateral (1.3); review and analyze related loan documents (.6).
10/15/13	Robert Enayati	.80	Review and analyze correspondence re intercreditor issues.
10/16/13	Robert Enayati	3.20	Prepare for and participate in telephone conferences and correspond with Lazard re term sheets (1.); review and analyze term sheet precedents (2.2).
10/17/13	Robert Enayati	5.50	Draft term sheets (2.0); prepare for and participate in related internal telephone conferences (1.7); correspond re same (1.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

35 - Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Meredith Waters	5.60	Draft term sheets (2.0); prepare for and participate in related internal telephone conferences (2.7); correspond re same (.9).
10/17/13	Glenn B Laken, II	6.80	Review and draft term sheets (3.0); review and analyze existing credit agreement documents (1.7); prepare for and participate in telephone conference with R. Enayati re same (1.3); correspond with M. Waters re same (.8).
10/18/13	Robert Enayati	2.00	Prepare for and participate in telephone conference re term sheets (1.4); correspond re same (.6).
10/18/13	Meredith Waters	7.30	Draft term sheets (3.2); prepare for and participate in related internal telephone conferences (1.7); correspond re same (2.4).
10/21/13	Robert Enayati	1.40	Review and analyze internal correspondence re collateral issues.
10/21/13	Meredith Waters	4.10	Review and analyze correspondence and documents re exit financing (2.1); conferences with K&E team and working group re same (1.1); review and revise term sheets and related documents re same (.9).
10/21/13	Jason Kanner	3.00	Review and revise ABL term sheet.
10/22/13	Meredith Waters	6.50	Review and analyze correspondence and documents re exit financing (2.8); conferences with K&E team and working group re same (1.7); review and revise term sheets and related documents re same (2.0).
10/22/13	Erik Hepler	.20	Prepare for and participate in telephone conference with M. Waters re collateral structure for exit financing.
10/23/13	Meredith Waters	6.10	Review and analyze correspondence and documents re exit financing (1.1); conferences with K&E team and working group re same (2.1); review and revise term sheets and related documents re same (2.9).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

35 - Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Christian O Nagler	.50	Office conference re financing issues.
10/29/13	Meredith Waters	5.60	Review and analyze correspondence and documents re exit financing (2.1); conferences with K&E team and working group re same (1.6); review and revise term sheets and related documents re same (1.9).
10/30/13	Meredith Waters	3.50	Review and analyze correspondence and documents re exit financing (2.1); conferences with K&E team and working group re same (1.1); review and revise term sheets and related documents re same (.3).
		70.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195710
Client Matter: 15222-36

In the matter of Disbursements

For legal services rendered through October 31, 2013 (see attached Description of Legal Services for detail)	\$.00
---	--------

For expenses incurred through October 31, 2013 (see attached Description of Expenses for detail)	<u>\$ 64,300.86</u>
---	---------------------

Total legal services rendered and expenses incurred	\$ 64,300.86
---	--------------

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/13	TSG REPORTING INC - Court Reporter Deposition, Dean Durbin and Richard Feintuch - Certified Transcript, Interactive Real-Time, Rough ASCII, and Exhibits Scanned - Job Date 7/30/2013	8,363.10
8/13/13	Passenger: WEINTRAUB ANDREA, Local Transportation, Date: 8/1/2013	266.75
8/13/13	Passenger: SAAL,LAURA, Local Transportation, Date: 7/24/2013	55.69
8/15/13	Christopher Marcus, Travel Meals, Brooklyn, NY, Court Hearing, Meal with Christopher Greco, Jonathan Henes, Andrew Kassof, Ross Kwasteniet, Will Guerrieri	65.00
8/20/13	Passenger: ZEIGER JEFFERY, Local Transportation, Date: 8/14/2013	417.43
8/20/13	Passenger: ZEIGER JEFFERY, Local Transportation, Date: 8/15/2013	55.69
8/20/13	Passenger: MARCUS CHRISTOPHER, Local Transportation, Date: 8/15/2013	133.90
8/20/13	Passenger: KWASTENIET ROSS, Transportation to/from airport, Date: 8/16/2013	82.97
8/20/13	Passenger: GRECO CHRISTOPHER, Overtime Transportation, Date: 8/15/2013	40.65
8/22/13	Passenger: SAAL,LAURA, Local Transportation, Date: 8/14/2013	51.79
8/22/13	Passenger: GUERRIERI WILLIAM, Local Transportation, Date: 8/15/2013	47.90
8/22/13	Passenger: SAAL,LAURA, Local Transportation, Date: 8/15/2013	63.49
8/22/13	Passenger: ZEIGER JEFFERY, Local Transportation, Date: 8/15/2013	216.35
8/22/13	Passenger: NEDEAU,JOHN, Local Transportation, Date: 8/15/2013	40.10
8/22/13	Passenger: SAAL,LAURA, Local Transportation, Date: 8/15/2013	40.10
8/22/13	Passenger: RENERT JORDANA, Local Transportation, Date: 8/15/2013	40.10
8/22/13	Passenger: ZEIGER JEFFERY, Transportation to/from airport, Date: 8/15/2013	104.69
8/22/13	Passenger: ZEIGER JEFFERY, Transportation to/from airport, Date: 8/13/2013	84.09
8/22/13	Passenger: KWASTENIET ROSS, Transportation to/from airport, Date: 8/12/2013	52.35
8/22/13	Passenger: GUERRIERI WILLIAM, Transportation to/from airport, Date: 8/12/2013	52.35
8/22/13	Passenger: KALIL CHARLES, Transportation to/from airport, Date: 8/13/2013	76.29
8/22/13	Passenger: MARCUS CHRISTOPHER, Overtime Transportation, Date: 8/15/2013	111.93
8/22/13	Passenger: GOLDFINGER JACOB, Overtime Transportation, Date: 8/17/2013	61.82
8/22/13	Passenger: MARCUS CHRISTOPHER, Overtime Transportation, Date: 8/16/2013	119.73
8/23/13	TSG REPORTING INC - Court Reporter Deposition, Witness Michael E. Hansen - Original & 1 Transcript, Immediate Delivery, Interactive Real-Time, Rough ASCII, Reporter Appearance Fee, Exhibits, and File Creation - Job Date 8/01/2013	2,071.30
8/23/13	Overtime Transportation, J MCMURRAY, 08/23/2013	23.65
8/27/13	Passenger: KAHN,BRAD, Local Transportation, Date: 8/15/2013	31.18
8/27/13	Passenger: MARCUS CHRISTOPHER, Local Transportation, Date: 8/20/2013	122.24
8/27/13	Passenger: SAAL,LAURA, Local Transportation, Date: 8/20/2013	54.13
8/27/13	Passenger: SAAL,LAURA, Local Transportation, Date: 8/20/2013	40.10
8/27/13	Passenger: SAAL,LAURA, Overtime Transportation, Date: 8/19/2013	103.53

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

8/27/13	Passenger: MARCUS CHRISTOPHER, Overtime Transportation, Date: 8/20/2013	111.93
8/27/13	Passenger: MARCUS CHRISTOPHER, Overtime Transportation, Date: 8/21/2013	123.63
8/29/13	Passenger: FEINTUCH RICK, Local Transportation, Date: 8/15/2013	136.93
8/29/13	Passenger: SILFEN ANDREW, Local Transportation, Date: 8/15/2013	105.81
8/29/13	Passenger: GRECO CHRISTOPHER, Overtime Transportation, Date: 8/16/2013	434.08
8/29/13	Passenger: SAAL,LAURA, Overtime Transportation, Date: 8/20/2013	103.53
8/30/13	Overtime Transportation, J MCMURRAY, 08/30/2013	21.45
8/31/13	INTERCALL - Third Party Telephone Charges, A. Weintraub, 9/30/13	26.06
8/31/13	INTERCALL - Third Party Telephone Charges, C. Greco, 8/31/13	13.77
9/01/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/1/2013	203.23
9/01/13	WEST, Computer Database Research, DATTILO,RYAN, 9/1/2013	43.21
9/02/13	WEST, Computer Database Research, DATTILO,RYAN, 9/2/2013	100.12
9/03/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (6), 9/3/2013	48.00
9/03/13	WEST, Computer Database Research, SAAL,LAURA L, 9/3/2013	2.95
9/03/13	WEST, Computer Database Research, SCHWARZMAN ALEXANDRIA, 9/3/2013	47.08
9/03/13	WEST, Computer Database Research, DATTILO,RYAN, 9/3/2013	50.24
9/03/13	Melissa Koss, Taxi, Overtime Transportation	12.00
9/04/13	WEST, Computer Database Research, GOLDFINGER JACOB, 9/4/2013	93.31
9/04/13	WEST, Computer Database Research, DATTILO,RYAN, 9/4/2013	243.74
9/04/13	WEST, Computer Database Research, GOTT,JASON, 9/4/2013	43.63
9/04/13	Overtime Transportation, J MCMURRAY, 09/04/2013	21.65
9/05/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/5/2013	31.39
9/05/13	WEST, Computer Database Research, GOTT,JASON, 9/5/2013	108.61
9/05/13	WEST, Computer Database Research, DATTILO,RYAN, 9/5/2013	88.10
9/05/13	WEST, Computer Database Research, GOLDFINGER JACOB, 9/5/2013	10.47
9/05/13	WEST, Computer Database Research, GOTT,JASON, 9/5/2013	3.18
9/06/13	WEST, Computer Database Research, DES JARDINS,KEN 9/6/2013	97.97
9/06/13	Overtime Transportation, J MCMURRAY, 09/06/2013	21.45
9/06/13	Word Processing Overtime, Sarah Lam	17.22
9/07/13	WEST, Computer Database Research, PEET,JESSICA, 9/7/2013	103.73
9/08/13	WEST, Computer Database Research, PEET,JESSICA, 9/8/2013	69.22
9/09/13	WEST, Computer Database Research, WALTHER,NEIL, 9/9/2013	15.69
9/10/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (4), 9/10/2013	216.52
9/10/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (4), 9/10/2013	32.00
9/10/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (12), 9/10/2013	102.96
9/10/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (12), 9/10/2013	96.00
9/10/13	WEST, Computer Database Research, Accelus Business Law Research Usage for 09/2013, MILLER RENITA	101.33
9/10/13	WEST, Computer Database Research, MILLER,RENITA F 9/10/2013	71.41

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

9/10/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/10/2013	23.50
9/10/13	WEST, Computer Database Research, DATTILO,RYAN, 9/10/2013	20.64
9/10/13	Melissa Koss, Overtime Meals - Attorney	10.75
9/11/13	Transportation to/from airport, 09/11/2013, WILLIAM GUERRIERI, ORD TO CHICAGO IL	84.75
9/11/13	WEST, Computer Database Research, SCHWARZMAN ALEXANDRIA, 9/11/2013	15.69
9/11/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/11/2013	15.69
9/11/13	Overtime Transportation, R PRESCAN, 09/11/2013	26.45
9/11/13	Word Processing Overtime, Mary Dash - Print.	18.06
9/12/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/12/2013	125.20
9/12/13	WEST, Computer Database Research, MCCARTHY MAUREEN, 9/12/2013	109.76
9/12/13	Melissa Koss, Taxi, Overtime Transportation	12.60
9/13/13	WEST, Computer Database Research, PEET,JESSICA, 9/13/2013	25.91
9/13/13	WEST, Computer Database Research, WELLEVER,RORY, 9/13/2013	15.69
9/13/13	WEST, Computer Database Research, GOLDFINGER JACOB, 9/13/2013	24.43
9/13/13	WEST, Computer Database Research, GOTT,JASON, 9/13/2013	98.22
9/14/13	Andrew Kassof, Phone Calls, 08/15/2013 to 09/14/2013, Meeting	2.42
9/14/13	WEST, Computer Database Research, SCHWARZMAN ALEXANDRIA, 9/14/2013	15.69
9/14/13	WEST, Computer Database Research, ALEXANDER KRISTINA, 9/14/2013	15.69
9/16/13	WEST, Computer Database Research, PEET,JESSICA, 9/16/2013	77.73
9/16/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/16/2013	2,393.16
9/16/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/16/2013	129.19
9/16/13	WEST, Computer Database Research, SCHWARZMAN ALEXANDRIA, 9/16/2013	105.63
9/16/13	WEST, Computer Database Research, WEINTRAUB ANDREA, 9/16/2013	34.61
9/16/13	WEST, Computer Database Research, GOTT,JASON, 9/16/2013	134.90
9/16/13	WEST, Computer Database Research, GAUGER,MELISSA, 9/16/2013	17.30
9/16/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 9/16/2013	20.00
9/17/13	WEST, Computer Database Research, PEET,JESSICA, 9/17/2013	51.91
9/17/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/17/2013	138.43
9/17/13	WEST, Computer Database Research, GOTT,JASON, 9/17/2013	177.47
9/17/13	WEST, Computer Database Research, FROMM,ANDREW, 9/17/2013	47.08
9/17/13	Melissa Koss, Taxi, Overtime Transportation	20.00
9/17/13	Melissa Koss, Overtime Meals - Attorney	12.83
9/17/13	Word Processing Overtime, Richard S Preshong - Revise/Update MS Word.	17.64
9/18/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/18/2013	48.57
9/18/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/18/2013	51.91
9/18/13	WEST, Computer Database Research, SCHWARZMAN ALEXANDRIA, 9/18/2013	31.39
9/18/13	WEST, Computer Database Research, FROMM,ANDREW, 9/18/2013	227.53
9/18/13	Melissa Koss, Taxi, Overtime Transportation	11.40
9/19/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/19/2013	154.06
9/19/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/19/2013	86.16
9/19/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/19/2013	15.69

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

9/19/13	WEST, Computer Database Research, WALTHER,NEIL, 9/19/2013	38.82
9/19/13	WEST, Computer Database Research, GOTT,JASON, 9/19/2013	189.80
9/19/13	WEST, Computer Database Research, WALTHER,NEIL, 9/19/2013	15.69
9/19/13	WEST, Computer Database Research, WALKER,JANET, 9/19/2013	3.39
9/19/13	WEST, Computer Database Research, FROMM,ANDREW, 9/19/2013	312.37
9/19/13	SEAMLESS NORTH AMERICA INC, Shanti E Sadtler, Overtime Meals - Attorney, 9/19/2013	17.83
9/19/13	Word Processing Overtime, Sarah Lam - Revise/Update MS Word.	3.78
9/20/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/20/2013	15.69
9/20/13	WEST, Computer Database Research, PEET,JESSICA, 9/20/2013	17.30
9/20/13	WEST, Computer Database Research, FREEMAN,JEFFREY 9/20/2013	40.25
9/21/13	WEST, Computer Database Research, BAYER,TRAVIS, 9/21/2013	44.04
9/22/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/22/2013	259.10
9/23/13	WEST, Computer Database Research, Accelus Business Law Research Usage for 09/2013, MOSQUERA CLARA C	.29
9/23/13	WEST, Computer Database Research, FREEMAN,JEFFREY 9/23/2013	347.93
9/23/13	WEST, Computer Database Research, KAMRACZEWSKI MARY B, 9/23/2013	394.48
9/23/13	WEST, Computer Database Research, MOSQUERA,CLARA C, 9/23/2013	409.91
9/23/13	LEXISNEXIS, Computer Database Research, KAMRACZEWSKI, MARY BETH, 9/23/2013	851.92
9/23/13	Andrea Weintraub, Taxi, Overtime transportation	12.38
9/23/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 9/23/2013	20.00
9/23/13	Melissa Koss, Overtime Meals - Attorney	13.00
9/24/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (10), 9/24/2013	80.00
9/24/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (30), 9/24/2013	300.00
9/24/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (20), 9/24/2013	160.00
9/24/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (30), 9/24/2013	450.00
9/24/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (50), 9/24/2013	400.00
9/24/13	WEST, Computer Database Research, GUERRIERI WILLIAM, 9/24/2013	78.28
9/24/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/24/2013	194.28
9/24/13	LEXISNEXIS, Computer Database Research, MOSQUERA, CLARA, 9/24/2013	450.04
9/24/13	WEST, Computer Database Research, FREEMAN,JEFFREY 9/24/2013	418.98
9/24/13	WEST, Computer Database Research, MOSQUERA,CLARA C, 9/24/2013	546.96
9/24/13	Andrea Weintraub, Taxi, Overtime transportation	13.12
9/24/13	Melissa Koss, Taxi, Overtime Transportation	11.50
9/24/13	SEAMLESS NORTH AMERICA INC, Melissa Koss, Overtime Meals - Attorney, 9/24/2013	20.00
9/24/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 9/24/2013	20.00
9/25/13	Transportation to/from airport, WILLIAM A GUERRIERI	81.76
9/25/13	Transportation to/from airport, Ross M Kwasteniet, 9/25/2013	104.12

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

9/25/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (15), 9/25/2013	120.00
9/25/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (8), 9/25/2013	64.00
9/25/13	WEST, Computer Database Research, PEET,JESSICA, 9/25/2013	129.55
9/25/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/25/2013	328.68
9/25/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/25/2013	51.91
9/25/13	WEST, Computer Database Research, ALEXANDER KRISTINA, 9/25/2013	15.69
9/25/13	WEST, Computer Database Research, GOLDFINGER JACOB, 9/25/2013	9.36
9/25/13	Overtime Transportation, J MCMURRAY, 09/25/2013	21.45
9/25/13	SEAMLESS NORTH AMERICA INC, Jacob Goldfinger, Overtime Meals - Non- Attorney, 9/25/2013	20.00
9/25/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 9/25/2013	20.00
9/25/13	SEAMLESS NORTH AMERICA INC, Shanti E Sadtler, Overtime Meals - Attorney, 9/25/2013	20.00
9/25/13	Melissa Koss, Overtime Meals - Attorney	20.00
9/25/13	Word Processing Overtime, Richard S Preshong - Convert Document, Create MS Powerpoint.	47.46
9/26/13	Ross Kwasteniet, Travel Meals, New York, NY, Meal with Will Guerrieri, Jeffrey Zeiger, Christopher Marcus	200.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (8), 9/26/2013	192.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (35), 9/26/2013	3,562.65
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (40), 9/26/2013	320.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (40), 9/26/2013	320.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (20), 9/26/2013	160.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (12), 9/26/2013	96.00
9/26/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (1), 9/26/2013	8.58
9/26/13	WEST, Computer Database Research, PEET,JESSICA, 9/26/2013	86.52
9/26/13	WEST, Computer Database Research, SADTLER,SHANTI, 9/26/2013	121.13
9/26/13	WEST, Computer Database Research, GOTT,JASON, 9/26/2013	3.18
9/26/13	Andrea Weintraub, Taxi, Overtime transportation	8.12
9/26/13	Melissa Koss, Taxi, Overtime Transportation	11.30
9/26/13	SEAMLESS NORTH AMERICA INC, John Nedeau, Overtime Meals - Non- Attorney, 9/26/2013	20.00
9/26/13	SEAMLESS NORTH AMERICA INC, Laura Saal, Overtime Meals - Non- Attorney, 9/26/2013	12.37
9/26/13	SEAMLESS NORTH AMERICA INC, Jessica Peet, Overtime Meals - Attorney, 9/26/2013	17.51

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

9/26/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 9/26/2013	20.00
9/26/13	SEAMLESS NORTH AMERICA INC, Shanti E Sadtler, Overtime Meals - Attorney, 9/26/2013	20.00
9/27/13	Overnight Delivery, Fed Exp to:WILL GUERRIERI, CHICAGO,IL from:MAILROOM	54.71
9/27/13	Transportation to/from airport, JEFFREY J ZEIGER	70.56
9/27/13	Transportation to/from airport, WILLIAM A GUERRIERI	70.56
9/27/13	Transportation to/from airport, Ross M Kwasteniet, 9/27/2013	108.12
9/27/13	Melissa Koss, Taxi, Overtime Transportation	13.20
9/27/13	Word Processing Overtime, Richard S Preshong - Revise/Update MS Word.	11.76
9/29/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/29/2013	164.34
9/30/13	INTERCALL - Third Party Telephone Charges, J. Peet, 9/30/13	2.83
9/30/13	INTERCALL - Third Party Telephone Charges, R. Kwasteniet, 9/30/13	65.23
9/30/13	INTERCALL - Third Party Telephone Charges, K. Alexander, 9/30/13	19.37
9/30/13	INTERCALL - Third Party Telephone Charges, B. Friedman, 9/30/13	73.79
9/30/13	INTERCALL - Third Party Telephone Charges, C. Greco, 9/30/13	70.05
9/30/13	INTERCALL - Third Party Telephone Charges, J. Henes, 9/30/13	11.18
9/30/13	INTERCALL - Third Party Telephone Charges, M. Koss, 9/30/13	10.01
9/30/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (2), 9/30/2013	16.00
9/30/13	THOMSON REUTERS WEST - Outside Retrieval Service, CourtExpress document retrieval for September 2013 (Los Angeles)	79.20
9/30/13	WEST, Computer Database Research, SILVERMAN JESSICA, 9/30/2013	17.30
9/30/13	WEST, Computer Database Research, FREEMAN,JEFFREY 9/30/2013	343.47
9/30/13	Andrea Weintraub, Taxi, Overtime transportation	6.25
10/01/13	Standard Prints	9.23
10/01/13	Standard Prints	.26
10/01/13	Standard Prints	.65
10/01/13	Standard Prints	5.72
10/01/13	Standard Prints	.52
10/01/13	Standard Prints	13.26
10/01/13	Standard Prints	2.34
10/01/13	Standard Prints	.78
10/01/13	Standard Prints	.26
10/01/13	Standard Prints	1.17
10/01/13	Standard Prints	5.72
10/01/13	Standard Prints	5.20
10/01/13	Standard Prints	.26
10/01/13	Standard Prints	.26
10/01/13	Standard Prints	.65
10/01/13	Standard Prints	.39
10/01/13	Standard Prints	6.50
10/01/13	Standard Prints	3.12
10/01/13	Standard Prints	10.92
10/01/13	Standard Prints	15.73
10/01/13	Standard Prints	2.60

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/01/13	Standard Prints	7.15
10/01/13	Color Prints	13.20
10/01/13	Color Prints	12.65
10/01/13	Color Prints	11.00
10/01/13	Color Prints	9.35
10/01/13	Color Prints	3.30
10/01/13	Color Prints	9.35
10/01/13	Scanned Images	1.43
10/01/13	Scanned Images	.52
10/01/13	Scanned Images	2.34
10/01/13	Scanned Images	2.21
10/01/13	Scanned Images	3.25
10/01/13	Scanned Images	.78
10/01/13	UNIVERSITY OF CHICAGO LIBRARY - Outside Retrieval Service, Interlibrary loan for S. Wash	15.00
10/01/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, 10/01/2013	58.00
10/01/13	Secretarial Overtime, Nichole M Lafferty - Create Adobe PDF.	9.24
10/02/13	Standard Prints	7.15
10/02/13	Standard Prints	1.04
10/02/13	Standard Prints	.26
10/02/13	Standard Prints	7.28
10/02/13	Standard Prints	12.09
10/02/13	Standard Copies or Prints	.52
10/02/13	Standard Prints	.13
10/02/13	Standard Prints	1.69
10/02/13	Standard Prints	.39
10/02/13	Standard Prints	3.64
10/02/13	Standard Prints	7.54
10/02/13	Standard Prints	6.50
10/02/13	Standard Prints	2.73
10/02/13	Standard Prints	4.03
10/02/13	Standard Prints	.13
10/02/13	Standard Prints	.26
10/02/13	Standard Prints	15.60
10/02/13	Standard Prints	6.24
10/02/13	Standard Prints	.65
10/02/13	Standard Prints	.13
10/02/13	Standard Prints	.78
10/02/13	Standard Prints	23.14
10/02/13	Standard Prints	6.24
10/02/13	Standard Prints	38.22
10/02/13	Color Prints	4.40
10/02/13	Color Prints	14.30
10/02/13	Color Prints	11.55
10/02/13	Color Prints	1.10
10/02/13	Scanned Images	1.30

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/02/13	Scanned Images	.13
10/02/13	Scanned Images	.13
10/02/13	Scanned Images	.13
10/02/13	Scanned Images	.26
10/02/13	Overnight Delivery, Fed Exp	51.25
10/02/13	Overnight Delivery, Fed Exp	51.25
10/02/13	COMET MESSENGER SERVICE INC, Outside Messenger Services, 300 N LA SALLE	16.95
10/02/13	Stan Wash, Taxi, Overtime Transportation	18.00
10/02/13	Travis Bayer, Taxi, Overtime Transportation	10.00
10/02/13	Overtime Transportation, A FROMM, 10/02/2013	15.05
10/02/13	Secretarial Overtime, Jen Gibertini	10.08
10/03/13	Standard Prints	7.54
10/03/13	Standard Prints	5.07
10/03/13	Standard Prints	2.86
10/03/13	Standard Prints	2.08
10/03/13	Standard Prints	3.90
10/03/13	Standard Prints	1.04
10/03/13	Standard Prints	2.08
10/03/13	Standard Prints	8.71
10/03/13	Standard Prints	3.25
10/03/13	Standard Prints	3.77
10/03/13	Standard Prints	.39
10/03/13	Standard Copies or Prints	.13
10/03/13	Scanned Images	5.98
10/03/13	Scanned Images	22.10
10/03/13	Overnight Delivery, Fed Exp to:Sean O'Donnell,NEW YORK CITY,NY from:Andrew B. Fromm	10.18
10/03/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, 10/01/2013	23.00
10/03/13	Travis Bayer, Taxi, Overtime Transportation	11.25
10/03/13	Stan Wash, Taxi, Overtime Transportation	10.00
10/03/13	Overtime Transportation, J MCMURRAY, 10/03/2013	23.25
10/03/13	SEAMLESS NORTH AMERICA INC, Andrew Fromm, Overtime Meals - Attorney, 10/3/2013	20.00
10/03/13	Secretarial Overtime, Barbara A Hammett - Proofread.	23.94
10/04/13	Standard Prints	6.76
10/04/13	Standard Prints	10.66
10/04/13	Standard Prints	3.38
10/04/13	Standard Prints	4.81
10/04/13	Standard Prints	.78
10/04/13	Standard Prints	1.04
10/04/13	Standard Prints	.13
10/04/13	Standard Prints	3.77
10/04/13	Standard Prints	12.35
10/04/13	Standard Prints	5.59
10/04/13	Standard Prints	.78

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/04/13	Standard Prints	23.01
10/04/13	Standard Prints	218.40
10/04/13	Standard Prints	16.51
10/04/13	Standard Prints	22.23
10/04/13	Color Prints	52.25
10/04/13	Color Prints	12.65
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	4.40
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	1.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	23.40
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	92.80
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	195.30
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	3.00
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	19.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	2.90
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	751.50
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	335.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	194.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	340.30
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	1.00
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	36.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	75.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	1,428.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	155.50
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	4.30
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	18.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	3.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	68.70
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	3.00
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	3.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	132.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	549.50
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	89.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	5.40
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	2.80
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	4.40
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	482.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	9.00
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	3.50
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	9.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	.20
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	131.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	393.70
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	13.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	54.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	9.60
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	9.40
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	77.10
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	9.20

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	2.00
10/04/13	PACER SERVICE CENTER, Computer Database Research, 7/1/2013 thru 9/30/2013	.40
10/05/13	Jacob Goldfinger, Filing Fees, Filing fee for combined copyrights adversary proceedings.	293.00
10/07/13	Overnight Delivery, Fed Exp	51.71
10/07/13	Jason Gott, Taxi, Overtime Transportation	15.65
10/07/13	David Freedman, Taxi, Overtime Transportation	32.45
10/07/13	Stan Wash, Taxi, Overtime Transportation	8.00
10/07/13	Melissa Koss, Taxi, Overtime Transportation	10.20
10/07/13	Secretarial Overtime, Gwendolyn Morgan	10.50
10/08/13	Standard Prints	.26
10/08/13	Standard Prints	.26
10/08/13	Standard Prints	5.07
10/08/13	Standard Prints	5.85
10/08/13	Standard Prints	1.30
10/08/13	Standard Prints	2.86
10/08/13	Standard Copies or Prints	2.60
10/08/13	Standard Prints	3.25
10/08/13	Standard Prints	35.62
10/08/13	Standard Prints	3.38
10/08/13	Standard Prints	.52
10/08/13	Standard Prints	11.44
10/08/13	Standard Prints	2.34
10/08/13	Standard Prints	15.86
10/08/13	Standard Prints	9.88
10/08/13	Standard Prints	.13
10/08/13	Standard Prints	7.02
10/08/13	Standard Prints	10.92
10/08/13	Standard Copies or Prints	.13
10/08/13	Standard Prints	.13
10/08/13	Standard Prints	3.38
10/08/13	Standard Prints	3.51
10/08/13	Standard Prints	13.13
10/08/13	Standard Copies or Prints	2,571.79
10/08/13	Standard Prints	5.46
10/08/13	Standard Prints	.78
10/08/13	Standard Prints	.52
10/08/13	Standard Prints	.13
10/08/13	Standard Prints	.26
10/08/13	Standard Prints	4.16
10/08/13	Standard Prints	13.52
10/08/13	Standard Prints	3.12
10/08/13	Standard Prints	251.81
10/08/13	Standard Prints	.65
10/08/13	Standard Prints	1.82

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/08/13	Standard Prints	10.53
10/08/13	Standard Prints	5.72
10/08/13	Standard Prints	.52
10/08/13	Standard Prints	.13
10/08/13	Standard Prints	.39
10/08/13	Standard Prints	5.72
10/08/13	Standard Prints	3.90
10/08/13	Standard Prints	27.04
10/08/13	Standard Prints	28.60
10/08/13	Standard Prints	2.86
10/08/13	Standard Prints	2.73
10/08/13	Standard Prints	2.34
10/08/13	Standard Prints	1.04
10/08/13	Standard Prints	2.34
10/08/13	Tabs/Indexes/Dividers	2.08
10/08/13	Tabs/Indexes/Dividers	17.94
10/08/13	Tabs/Indexes/Dividers	44.85
10/08/13	Color Prints	6.60
10/08/13	Color Prints	14.30
10/08/13	Color Prints	2.20
10/08/13	Color Prints	37.40
10/08/13	Color Prints	26.40
10/08/13	Color Prints	14.30
10/08/13	Color Prints	37.40
10/08/13	Color Prints	26.40
10/08/13	Color Prints	14.30
10/08/13	Color Prints	2.20
10/08/13	Color Prints	37.40
10/08/13	Color Prints	26.40
10/08/13	Color Prints	29.15
10/08/13	Color Prints	52.25
10/08/13	Color Prints	3.30
10/08/13	Color Prints	2.20
10/08/13	Color Prints	2.20
10/08/13	Scanned Images	9.36
10/08/13	Scanned Images	.13
10/08/13	Scanned Images	.39
10/08/13	Scanned Images	10.92
10/08/13	Production Blowbacks	92.20
10/08/13	Stan Wash, Taxi, Overtime Transportation	10.00
10/09/13	Standard Prints	3.25
10/09/13	Standard Prints	3.25
10/09/13	Standard Prints	2.86
10/09/13	Standard Prints	6.50
10/09/13	Standard Prints	3.90
10/09/13	Standard Prints	13.91
10/09/13	Standard Prints	9.36

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/09/13	Standard Prints	9.88
10/09/13	Standard Prints	21.71
10/09/13	Standard Prints	.26
10/09/13	Standard Prints	.26
10/09/13	Standard Prints	8.45
10/09/13	Standard Prints	3.12
10/09/13	Standard Prints	2.86
10/09/13	Standard Prints	37.83
10/09/13	Standard Prints	4.03
10/09/13	Standard Prints	65.65
10/09/13	Standard Prints	13.52
10/09/13	Standard Prints	7.41
10/09/13	Standard Prints	3.90
10/09/13	Standard Prints	1.95
10/09/13	Standard Prints	.52
10/09/13	Color Prints	11.00
10/09/13	Color Prints	10.45
10/09/13	Production Blowbacks	91.80
10/10/13	Standard Prints	.39
10/10/13	Standard Prints	.13
10/10/13	Standard Prints	2.99
10/10/13	Standard Prints	3.38
10/10/13	Standard Prints	7.41
10/10/13	Standard Prints	3.51
10/10/13	Standard Prints	3.51
10/10/13	Standard Prints	.39
10/10/13	Standard Prints	3.90
10/10/13	Standard Prints	1.04
10/10/13	Standard Prints	1.04
10/10/13	Standard Prints	88.53
10/10/13	Standard Prints	.26
10/10/13	Standard Prints	6.50
10/10/13	Standard Prints	2.34
10/10/13	Standard Prints	1.30
10/10/13	Standard Prints	.78
10/10/13	Overnight Delivery, Fed Exp to:Bertrand J. Choe, NEW YORK,NY from:Rosie Renteria	16.24
10/10/13	Overnight Delivery, Fed Exp	40.56
10/10/13	COMET MESSENGER SERVICE INC, Outside Messenger Services, 300 N LA SALLE, 10/10/2013	48.12
10/10/13	COMET MESSENGER SERVICE INC, Outside Messenger Services, 300 N LA SALLE, 10/10/2013	14.21
10/10/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, 10/01/2013	69.00
10/10/13	Jeffrey Zeiger, Taxi, Overtime Transportation	18.00
10/10/13	Stan Wash, Taxi, Overtime Transportation	10.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/10/13	SEAMLESS NORTH AMERICA INC, Jeffrey J Zeiger, Overtime Meals - Attorney, 10/10/2013	20.00
10/10/13	Secretarial Overtime, Nichole M Lafferty - Courier Services.	8.82
10/11/13	Standard Prints	.26
10/11/13	Standard Copies or Prints	432.77
10/11/13	Standard Prints	.52
10/11/13	Standard Prints	13.13
10/11/13	Standard Prints	2.08
10/11/13	Standard Prints	9.23
10/11/13	Standard Prints	27.82
10/11/13	Standard Prints	8.71
10/11/13	Standard Prints	4.68
10/11/13	Standard Prints	8.71
10/11/13	Standard Prints	.52
10/11/13	Binding	3.50
10/11/13	Tabs/Indexes/Dividers	6.50
10/11/13	Color Prints	3.30
10/11/13	Scanned Images	.13
10/11/13	Scanned Images	.13
10/11/13	Scanned Images	3.38
10/11/13	5" Binders	135.00
10/11/13	Overtime Transportation, J MCMURRAY, 10/11/2013	23.05
10/14/13	Standard Prints	.52
10/14/13	Standard Prints	.52
10/14/13	Standard Prints	.26
10/14/13	Standard Prints	79.95
10/14/13	Standard Prints	18.72
10/14/13	Standard Prints	1.30
10/14/13	Standard Prints	1.95
10/14/13	Standard Prints	2.08
10/14/13	Standard Prints	1.17
10/14/13	Standard Prints	.39
10/14/13	Standard Prints	2.08
10/14/13	Standard Prints	.13
10/14/13	Standard Prints	9.36
10/14/13	Standard Prints	1.17
10/14/13	Standard Prints	1.56
10/14/13	Standard Prints	1.82
10/14/13	Color Prints	8.80
10/14/13	Color Prints	4.40
10/14/13	Color Prints	11.00
10/14/13	Color Prints	6.60
10/14/13	Color Prints	9.35
10/14/13	Color Prints	2.75
10/14/13	Color Prints	8.80
10/14/13	Color Prints	2.75
10/14/13	Color Prints	.55

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/14/13	Color Prints	4.40
10/14/13	Color Prints	6.05
10/14/13	Color Prints	5.50
10/14/13	Color Prints	8.80
10/14/13	Color Prints	1.65
10/14/13	Color Prints	5.50
10/14/13	Color Prints	4.95
10/14/13	Color Prints	4.95
10/14/13	Color Prints	3.85
10/14/13	Color Prints	.55
10/14/13	Color Prints	.55
10/14/13	Scanned Images	.26
10/14/13	Scanned Images	1.17
10/14/13	Jeffrey Zeiger, Airfare, New York, NY, 10/17/2013 to 10/18/2013, Meeting with Committee	566.78
10/14/13	Stan Wash, Taxi, Overtime Transportation	11.00
10/14/13	Secretarial Overtime, Sharon Malayter - Courier Services.	35.70
10/15/13	Standard Prints	.26
10/15/13	Standard Prints	.26
10/15/13	Standard Prints	2.08
10/15/13	Standard Prints	.52
10/15/13	Standard Prints	1.43
10/15/13	Standard Prints	11.57
10/15/13	Standard Prints	7.41
10/15/13	Standard Prints	9.62
10/15/13	Standard Prints	2.08
10/15/13	Standard Prints	.39
10/15/13	Standard Prints	16.38
10/15/13	Standard Prints	4.03
10/15/13	Standard Prints	12.87
10/15/13	Standard Prints	.13
10/15/13	Color Prints	30.25
10/15/13	Scanned Images	.78
10/15/13	Scanned Images	1.82
10/15/13	Scanned Images	.13
10/15/13	Postage	6.08
10/15/13	Postage	19.95
10/15/13	Beth Friedman, Parking, New York, NY, Overtime	29.00
10/16/13	Standard Prints	.39
10/16/13	Standard Prints	.13
10/16/13	Standard Prints	2.73
10/16/13	Standard Prints	.26
10/16/13	Standard Prints	1.82
10/16/13	Standard Prints	.91
10/16/13	Standard Prints	12.74
10/16/13	Standard Prints	.26
10/16/13	Standard Prints	5.98

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/16/13	Standard Prints	5.46
10/16/13	Standard Prints	1.30
10/16/13	Standard Prints	74.62
10/16/13	Standard Prints	36.40
10/16/13	Standard Prints	3.64
10/16/13	Standard Prints	5.72
10/16/13	Standard Prints	.91
10/16/13	Standard Prints	.78
10/16/13	Standard Prints	.13
10/16/13	Standard Prints	5.85
10/16/13	Standard Prints	1.43
10/16/13	Color Prints	7.15
10/16/13	Color Prints	16.50
10/16/13	Color Prints	3.30
10/16/13	Color Prints	3.30
10/16/13	Color Prints	14.30
10/16/13	Color Prints	35.20
10/16/13	Color Prints	6.05
10/16/13	Scanned Images	.91
10/16/13	Scanned Images	.39
10/16/13	Scanned Images	.52
10/16/13	Kristina Alexander, Airfare, New York, NY, 10/16/2013 to 10/16/2013	361.90
10/16/13	Stan Wash, Taxi, Overtime Transportation	10.00
10/16/13	SEAMLESS NORTH AMERICA INC, Stanley Wash, Overtime Meals - Attorney, 10/16/2013	20.00
10/17/13	Standard Prints	.26
10/17/13	Standard Copies or Prints	.91
10/17/13	Standard Prints	5.85
10/17/13	Standard Prints	.39
10/17/13	Standard Prints	.13
10/17/13	Standard Prints	.39
10/17/13	Standard Prints	1.56
10/17/13	Standard Prints	8.58
10/17/13	Standard Prints	9.49
10/17/13	Standard Prints	1.69
10/17/13	Standard Copies or Prints	.91
10/17/13	Standard Prints	22.75
10/17/13	Standard Copies or Prints	1,106.69
10/17/13	Standard Prints	1.43
10/17/13	Standard Prints	.65
10/17/13	Standard Prints	23.53
10/17/13	Standard Prints	.91
10/17/13	Standard Prints	.39
10/17/13	Standard Prints	101.79
10/17/13	Standard Prints	4.16
10/17/13	Standard Prints	2.60
10/17/13	Binding	1.40

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/17/13	Tabs/Indexes/Dividers	10.40
10/17/13	Tabs/Indexes/Dividers	5.20
10/17/13	Color Prints	8.25
10/17/13	Color Prints	8.25
10/17/13	Color Prints	8.25
10/17/13	Color Prints	.55
10/17/13	Color Prints	.55
10/17/13	Color Prints	.55
10/17/13	Scanned Images	2.99
10/17/13	Scanned Images	2.47
10/17/13	Scanned Images	1.30
10/17/13	Closing/Mini Books	192.00
10/17/13	Overnight Delivery, Fed Exp	8.34
10/17/13	Jeffrey Freeman, Airfare, Boston, MA, 10/20/2013 to 10/20/2013, Document Collection	495.73
10/17/13	Kristina Alexander, Airfare, New York, NY, 10/17/2013 to 10/17/2013	446.90
10/17/13	Kristina Alexander, Transportation To/From Airport	38.25
10/17/13	Kristina Alexander, Travel Meals, Stamford, CT	13.44
10/18/13	Standard Prints	1.69
10/18/13	Standard Prints	2.60
10/18/13	Standard Prints	4.68
10/18/13	Standard Prints	45.24
10/18/13	Standard Prints	4.42
10/18/13	Standard Prints	1.69
10/18/13	Standard Prints	1.30
10/18/13	Standard Prints	1.69
10/18/13	Standard Prints	4.03
10/18/13	Standard Prints	40.30
10/18/13	Standard Prints	1.30
10/18/13	Standard Prints	.65
10/18/13	Standard Prints	.52
10/18/13	Standard Prints	46.28
10/18/13	Standard Prints	.26
10/18/13	Standard Prints	.65
10/18/13	Standard Prints	23.66
10/18/13	Standard Prints	.65
10/18/13	Standard Prints	1.69
10/18/13	Color Prints	18.15
10/18/13	Scanned Images	4.94
10/18/13	Jeffrey Zeiger, Taxi, Cab from hotel to Cengage	13.00
10/18/13	Jeffrey Zeiger, Lodging, Stamford, CT, 10/17/2013 to 10/18/2013, Meeting with Committee	309.35
10/18/13	Jeffrey Zeiger, Travel Meals, New York, NY, Attend Committee meeting	28.92
10/18/13	Stan Wash, Taxi, Overtime Transportation	20.00
10/19/13	SEAMLESS NORTH AMERICA INC, Stanley Wash, Overtime Meals - Attorney, 10/19/2013	20.00
10/20/13	Jeffrey Freeman, Internet, Document Collection	12.95

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/20/13	Jeffrey Freeman, Transportation To/From Airport, Document Collection	27.15
10/20/13	Jeffrey Freeman, Transportation To/From Airport, Document Collection	33.00
10/20/13	Jeffrey Freeman, Travel Meals, Boston, MA	30.22
10/21/13	Standard Prints	5.59
10/21/13	Standard Prints	.39
10/21/13	Standard Prints	1.69
10/21/13	Standard Prints	2.21
10/21/13	Standard Prints	17.42
10/21/13	Standard Prints	.78
10/21/13	Standard Copies or Prints	1.43
10/21/13	Standard Prints	17.29
10/21/13	Standard Prints	7.41
10/21/13	Standard Prints	1.95
10/21/13	Standard Prints	7.80
10/21/13	Standard Prints	1.43
10/21/13	Standard Prints	5.59
10/21/13	Standard Prints	4.81
10/21/13	Standard Prints	.13
10/21/13	Standard Prints	.13
10/21/13	Standard Prints	.52
10/21/13	Standard Prints	15.47
10/21/13	Standard Prints	10.01
10/21/13	Standard Prints	.26
10/21/13	Standard Prints	5.07
10/21/13	Standard Prints	2.08
10/21/13	Standard Prints	12.22
10/21/13	Standard Prints	.65
10/21/13	Standard Prints	.78
10/21/13	Standard Prints	2.08
10/21/13	Color Prints	52.25
10/21/13	Color Prints	1.10
10/21/13	Color Prints	2.75
10/21/13	Color Prints	.55
10/21/13	Scanned Images	.39
10/21/13	David Freedman, Taxi, Taxi to/from Contract Attorney Offices	7.25
10/21/13	David Freedman, Taxi, Taxi to/from Contract Attorney Offices	8.25
10/21/13	Jeffrey Freeman, Taxi, Document Collection	9.00
10/21/13	Jeffrey Freeman, Lodging, Boston, MA, 10/20/2013 to 10/21/2013	307.87
10/21/13	Ross Kwasteniet, Airfare, New York, NY, 10/23/2013 to 10/25/2013	890.81
10/21/13	Jeffrey Freeman, Airfare, Chicago, IL, 10/21/2013 to 10/21/2013	584.90
10/21/13	Jeffrey Freeman, Transportation To/From Airport	22.00
10/21/13	Jeffrey Freeman, Travel Meals, Boston, MA, Document Collection	7.60
10/21/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, 10/01/2013	65.00
10/21/13	Stan Wash, Taxi, Overtime Transportation	10.00
10/21/13	SEAMLESS NORTH AMERICA INC, Stanley Wash, Overtime Meals - Attorney, 10/21/2013	20.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/22/13	Standard Prints	1.43
10/22/13	Standard Prints	1.82
10/22/13	Standard Prints	5.07
10/22/13	Standard Prints	15.08
10/22/13	Standard Prints	.13
10/22/13	Standard Prints	.26
10/22/13	Standard Prints	14.04
10/22/13	Standard Prints	1.95
10/22/13	Standard Prints	33.02
10/22/13	Standard Prints	41.34
10/22/13	Standard Prints	1.04
10/22/13	Standard Prints	13.78
10/22/13	Standard Prints	1.69
10/22/13	Standard Prints	.26
10/22/13	Standard Prints	.13
10/22/13	Standard Prints	.13
10/22/13	Standard Prints	.65
10/22/13	Standard Prints	4.55
10/22/13	Standard Prints	1.30
10/22/13	Color Prints	1.65
10/22/13	Color Prints	19.25
10/22/13	Color Prints	23.65
10/22/13	Color Prints	21.45
10/22/13	Color Prints	6.05
10/22/13	Color Prints	6.05
10/22/13	Color Prints	2.20
10/22/13	Color Prints	1.65
10/22/13	Color Prints	28.60
10/22/13	Scanned Images	25.74
10/22/13	Scanned Images	.13
10/22/13	ALTEP - Outside Printing Services, CENGAGE0137766 TO CENGAGE013824 - Full Process, Page Branding, and OCR Conversion	16.36
10/22/13	ALTEP - Outside Printing Services, Bates Range: CENGAGE0137488 TO CENGAGE137765 - Full Process, Page Branding, and OCR Conversion - Job Date 10/03/2013	12.00
10/22/13	Secretarial Overtime, Nichole M Lafferty - Travel Arrangements.	6.72
10/23/13	Standard Prints	1.82
10/23/13	Standard Prints	4.03
10/23/13	Standard Prints	.13
10/23/13	Standard Prints	3.25
10/23/13	Standard Prints	26.91
10/23/13	Standard Prints	96.20
10/23/13	Standard Prints	2.21
10/23/13	Standard Prints	7.15
10/23/13	Standard Prints	1.30
10/23/13	Standard Prints	.78
10/23/13	Standard Prints	8.58

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/23/13	Standard Prints	10.40
10/23/13	Standard Prints	13.39
10/23/13	Standard Prints	80.60
10/23/13	Standard Prints	1.95
10/23/13	Standard Prints	4.16
10/23/13	Standard Prints	1.69
10/23/13	Standard Prints	.52
10/23/13	Standard Prints	.78
10/23/13	Standard Prints	9.49
10/23/13	Standard Prints	2.73
10/23/13	Color Prints	1.10
10/23/13	Color Prints	5.50
10/23/13	Color Prints	3.30
10/23/13	Color Prints	1.10
10/23/13	Color Prints	18.15
10/23/13	Color Prints	4.95
10/23/13	Color Prints	3.30
10/23/13	Color Prints	3.30
10/23/13	Color Prints	3.30
10/23/13	Color Prints	6.60
10/23/13	Color Prints	4.95
10/23/13	Color Prints	3.30
10/23/13	Color Prints	1.65
10/23/13	Scanned Images	1.82
10/23/13	Scanned Images	1.69
10/23/13	Scanned Images	.26
10/23/13	Scanned Images	.26
10/23/13	Scanned Images	.26
10/23/13	Scanned Images	.26
10/23/13	Will Guerrieri, Lodging, New York, NY, 10/23/2013 to 10/24/2013, Hearing	350.00
10/23/13	Ross Kwasteniet, Travel Meals, New York, NY	52.46
10/23/13	Ross Kwasteniet, Travel Meals, New York, NY	6.53
10/23/13	Will Guerrieri, Travel Meals, New York, NY, Hearing	5.44
10/23/13	VERITEXT - Court Reporter Deposition, Original Transcript.	359.45
10/23/13	Secretarial Overtime, Mary T Kurczaba	11.34
10/23/13	Word Processing Overtime, Maria A Marmolejo	22.68
10/24/13	Standard Prints	9.62
10/24/13	Standard Prints	1.95
10/24/13	Standard Prints	1.69
10/24/13	Standard Prints	10.01
10/24/13	Standard Prints	4.55
10/24/13	Standard Prints	4.29
10/24/13	Standard Prints	1.95
10/24/13	Standard Prints	10.53
10/24/13	Standard Prints	24.18
10/24/13	Standard Prints	97.76
10/24/13	Standard Prints	19.24

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/24/13	Standard Prints	2.21
10/24/13	Standard Prints	8.84
10/24/13	Standard Prints	.39
10/24/13	Standard Prints	5.07
10/24/13	Standard Prints	2.47
10/24/13	Standard Prints	.26
10/24/13	Standard Prints	.13
10/24/13	Standard Prints	.13
10/24/13	Standard Prints	4.55
10/24/13	Standard Prints	3.25
10/24/13	Standard Prints	4.03
10/24/13	Standard Prints	10.01
10/24/13	Color Prints	15.95
10/24/13	Scanned Images	6.76
10/24/13	Scanned Images	1.30
10/24/13	Scanned Images	.91
10/24/13	Scanned Images	.52
10/24/13	Scanned Images	1.30
10/24/13	Will Guerrieri, Lodging, New York, NY, 10/24/2013 to 10/25/2013, Hearing	350.00
10/24/13	Ross Kwasteniet, Travel Meals, New York, NY	6.53
10/24/13	Will Guerrieri, Travel Meals, New York, NY, Hearing	6.53
10/24/13	Will Guerrieri, Travel Meals, New York, NY, Hearing	9.25
10/24/13	David Freedman, Overtime Meals - Attorney	20.00
10/24/13	SEAMLESS NORTH AMERICA INC, Stanley Wash, Overtime Meals - Attorney, 10/24/2013	20.00
10/24/13	Secretarial Overtime, Celeste L Sullivan	13.44
10/25/13	Will Guerrieri, Internet, Internet Service while traveling	8.00
10/25/13	Standard Prints	.26
10/25/13	Standard Prints	.78
10/25/13	Standard Prints	.13
10/25/13	Standard Prints	16.90
10/25/13	Standard Prints	.78
10/25/13	Standard Prints	168.61
10/25/13	Standard Prints	5.33
10/25/13	Standard Prints	6.11
10/25/13	Standard Prints	1.43
10/25/13	Standard Prints	57.33
10/25/13	Standard Prints	151.06
10/25/13	Standard Prints	6.76
10/25/13	Standard Prints	8.06
10/25/13	Standard Prints	.91
10/25/13	Standard Prints	15.60
10/25/13	Standard Prints	1.43
10/25/13	Standard Prints	6.76
10/25/13	Standard Prints	10.66
10/25/13	Standard Prints	1.56
10/25/13	Standard Prints	16.90

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/25/13	Standard Prints	6.76
10/25/13	Standard Prints	22.10
10/25/13	Standard Prints	33.80
10/25/13	Standard Copies or Prints	73.45
10/25/13	Standard Prints	15.47
10/25/13	Standard Prints	25.87
10/25/13	Standard Prints	.52
10/25/13	Tabs/Indexes/Dividers	8.45
10/25/13	Color Prints	4.95
10/25/13	Ross Kwasteniet, Lodging, New York, NY, 10/23/2013 to 10/25/2013	700.00
10/25/13	Parking, Chicago, IL, Overtime Parking	16.00
10/26/13	Secretarial Overtime, Belle Lopez - Courier Services, Print.	43.68
10/28/13	Standard Prints	3.25
10/28/13	Standard Prints	.26
10/28/13	Standard Prints	1.95
10/28/13	Standard Prints	.78
10/28/13	Standard Prints	1.69
10/28/13	Standard Prints	7.67
10/28/13	Standard Prints	9.23
10/28/13	Standard Prints	3.38
10/28/13	Standard Prints	15.86
10/28/13	Standard Prints	3.77
10/28/13	Standard Prints	1.17
10/28/13	Standard Prints	.65
10/28/13	Standard Prints	.39
10/28/13	Standard Prints	3.90
10/28/13	Standard Prints	.13
10/28/13	Standard Prints	10.40
10/28/13	Standard Prints	13.91
10/28/13	Standard Prints	6.11
10/28/13	Standard Prints	1.82
10/28/13	Standard Prints	1.56
10/28/13	Standard Prints	1.56
10/28/13	Standard Prints	83.33
10/28/13	Standard Prints	24.57
10/28/13	Standard Copies or Prints	178.36
10/28/13	Standard Prints	1.17
10/28/13	Standard Prints	2.99
10/28/13	Standard Prints	5.98
10/28/13	Binding	14.00
10/28/13	Tabs/Indexes/Dividers	10.40
10/28/13	Color Prints	6.60
10/28/13	Color Prints	5.50
10/28/13	Color Copies or Prints	220.00
10/28/13	Scanned Images	13.00
10/28/13	Scanned Images	8.97
10/28/13	Scanned Images	5.46

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/28/13	Scanned Images	1.04
10/28/13	Scanned Images	4.68
10/28/13	Scanned Images	1.04
10/28/13	Scanned Images	.65
10/29/13	Standard Prints	.52
10/29/13	Standard Prints	1.17
10/29/13	Standard Prints	.26
10/29/13	Standard Prints	4.42
10/29/13	Standard Prints	8.32
10/29/13	Standard Prints	3.12
10/29/13	Standard Prints	1.04
10/29/13	Standard Prints	1.69
10/29/13	Standard Prints	1.30
10/29/13	Standard Prints	1.82
10/29/13	Standard Prints	1.69
10/29/13	Standard Prints	1.69
10/29/13	Standard Prints	87.36
10/29/13	Standard Prints	8.45
10/29/13	Standard Prints	4.03
10/29/13	Standard Prints	429.65
10/29/13	Standard Prints	2.21
10/29/13	Standard Copies or Prints	37.96
10/29/13	Standard Prints	.65
10/29/13	Standard Prints	5.85
10/29/13	Standard Prints	1.30
10/29/13	Standard Prints	7.67
10/29/13	Standard Prints	14.04
10/29/13	Standard Prints	6.63
10/29/13	Standard Prints	7.28
10/29/13	Standard Prints	6.76
10/29/13	Standard Prints	1.56
10/29/13	Standard Prints	2.60
10/29/13	Standard Prints	6.24
10/29/13	Standard Prints	.39
10/29/13	Standard Prints	.39
10/29/13	Standard Prints	12.61
10/29/13	Standard Prints	3.90
10/29/13	Standard Prints	9.75
10/29/13	Standard Prints	13.26
10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.85
10/29/13	Color Prints	.55
10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.30

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/29/13	Color Prints	3.85
10/29/13	Color Prints	3.30
10/29/13	Color Prints	1.65
10/29/13	Color Prints	2.20
10/29/13	Color Prints	2.20
10/29/13	Scanned Images	4.03
10/29/13	Jeffrey Zeiger, Taxi, Overtime Transportation	18.00
10/31/13	Standard Prints	15.60
10/31/13	Standard Prints	103.48
10/31/13	Standard Prints	.52
10/31/13	Standard Prints	1.30
10/31/13	Standard Prints	23.40
10/31/13	Standard Prints	12.87
10/31/13	Standard Prints	8.45
10/31/13	Standard Prints	2.21
10/31/13	Standard Prints	2.99
10/31/13	Standard Prints	2.21
10/31/13	Standard Copies or Prints	64.48
10/31/13	Standard Copies or Prints	335.79
10/31/13	Standard Prints	12.87
10/31/13	Standard Prints	39.00
10/31/13	Standard Prints	8.58
10/31/13	Standard Prints	13.91
10/31/13	Standard Prints	13.26
10/31/13	Standard Prints	1.95
10/31/13	Standard Prints	1.56
10/31/13	Standard Prints	.52
10/31/13	Standard Prints	2.08
10/31/13	Standard Prints	7.41
10/31/13	Standard Prints	.26
10/31/13	Standard Prints	.13
10/31/13	Standard Prints	2.21
10/31/13	Standard Prints	.65
10/31/13	Standard Prints	14.17
10/31/13	Standard Prints	3.51
10/31/13	Standard Prints	28.34
10/31/13	Standard Prints	16.64
10/31/13	Standard Prints	13.00
10/31/13	Standard Prints	24.70
10/31/13	Standard Prints	23.92
10/31/13	Standard Prints	1.56
10/31/13	Standard Prints	3.38
10/31/13	Standard Prints	.91
10/31/13	Standard Prints	8.71
10/31/13	Standard Prints	6.63
10/31/13	Standard Prints	5.33
10/31/13	Standard Copies or Prints	19.11

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/31/13	Standard Copies or Prints	2.60
10/31/13	Standard Prints	.26
10/31/13	Standard Prints	.39
10/31/13	Standard Prints	2.86
10/31/13	Standard Prints	.39
10/31/13	Standard Prints	13.13
10/31/13	Binding	2.10
10/31/13	Binding	.70
10/31/13	Binding	11.20
10/31/13	Tabs/Indexes/Dividers	3.51
10/31/13	Tabs/Indexes/Dividers	18.72
10/31/13	Color Prints	198.00
10/31/13	Color Prints	5.50
10/31/13	Color Prints	1.10
10/31/13	Color Copies or Prints	484.55
10/31/13	Color Copies or Prints	2,126.30
10/31/13	Color Prints	52.25
10/31/13	Color Prints	7.15
10/31/13	Color Prints	8.80
10/31/13	Color Prints	6.60
10/31/13	Color Prints	18.15
10/31/13	Color Prints	10.45
10/31/13	Scanned Images	.39
10/31/13	Scanned Images	1.56
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	13.00
10/31/13	Scanned Images	1.17
10/31/13	Scanned Images	.91
10/31/13	Scanned Images	1.43
10/31/13	Scanned Images	1.43
10/31/13	Scanned Images	.78
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	1.43
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	2.73
10/31/13	Scanned Images	1.82
10/31/13	Scanned Images	3.51
10/31/13	Scanned Images	.52
10/31/13	Scanned Images	1.43
10/31/13	Scanned Images	3.64
10/31/13	Scanned Images	6.76

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/31/13	Scanned Images	.52
10/31/13	Scanned Images	.39
10/31/13	Scanned Images	.39
10/31/13	Scanned Images	.39
10/31/13	Scanned Images	.39
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	.78
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	2.73
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.13
10/31/13	Scanned Images	.26
10/31/13	Scanned Images	1.43
10/31/13	Scanned Images	.52
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	1.30
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.47
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.47
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	.65
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	2.60
10/31/13	Scanned Images	.91
10/31/13	Scanned Images	.91
10/31/13	CD-ROM Duplicates/Master	35.00

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

36 - Disbursements

10/31/13	CD-ROM Duplicates/Master	70.00
10/31/13	Production Blowbacks	136.60
10/31/13	Appearance Fees - CCID 5882932 10/16/2013 Hearing, U.S. Bankruptcy Court- E.D. New York	30.00
10/31/13	Appearance Fees - CCID 5882945 10/16/2013 Hearing, U.S. Bankruptcy Court- E.D. New York	44.00
10/31/13	Electronic Data Storage	1,183.36
TOTAL EXPENSES		\$ 64,300.86

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 21, 2013

Cengage Learning, Inc.
200 First Stamford Place
Suite 400
Stamford, CT 06902

Attention: Ken Carson

Invoice Number: 4195711
Client Matter: 15222-37

In the matter of Mediation

For legal services rendered through October 31, 2013
(see attached Description of Legal Services for detail) \$ 347,868.50

For expenses incurred through October 31, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 347,868.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Travis Bayer	7.00	495.00	3,465.00
Ryan Dattilo	2.90	630.00	1,827.00
Jeffrey Freeman	15.10	715.00	10,796.50
Beth Friedman	7.30	335.00	2,445.50
Jason Gott	15.60	495.00	7,722.00
Christopher T Greco	49.40	735.00	36,309.00
William Guerrieri	56.70	715.00	40,540.50
Jonathan S Henes, P.C.	55.60	1,025.00	56,990.00
Erik Hepler	1.60	955.00	1,528.00
Andrew A Kassof, P.C.	2.10	945.00	1,984.50
Melissa Koss	83.50	630.00	52,605.00
Ross M Kwasteniet	30.60	840.00	25,704.00
Christopher Marcus, P.C.	38.00	895.00	34,010.00
John Nedeau	3.80	160.00	608.00
Jessica Peet	13.80	495.00	6,831.00
Laura Saal	9.20	285.00	2,622.00
Jessica A Silverman	44.50	495.00	22,027.50
Angela Snell	16.90	495.00	8,365.50
James H M Sprayregen, P.C.	.40	1,125.00	450.00
Andrea Weintraub	52.50	495.00	25,987.50
Jeffrey J Zeiger	5.80	825.00	4,785.00
Factual Research	.50	265.00	132.50
Document Retrieval	.50	265.00	132.50
TOTALS	513.30		\$347,868.50

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Christopher T Greco	4.50	Prepare for and participate in telephone conference re mediation MNPI issue and review precedent re same (.8); review and analyze issues re valuation of potential mediation issues and amount in dispute (2.2); correspond with management team re participation in mediation sessions (.3); correspond re ripe issues list for mediation phase one session (.5); correspond with K&E team re preparation of mediation statements on ripe issues (.7).
10/01/13	Christopher Marcus, P.C.	2.20	Telephone conference re material non-public information (.5); review and analyze mediation order re MNPI (1.7).
10/01/13	Andrea Weintraub	6.70	Review and draft summary of issues re intercreditor violations (1.3); review and revise mediation statement re same (.9); review and revise mediation statement re intercreditor turnover provisions (1.1); review and analyze MNPI precedent (.4); prepare for and participate in office conference re MNPI in context of mediation agreement (.3); review and analyze Apax intercreditor complaint (.9); review and draft mediation statement re Apax intercreditor issues (1.4); review and revise re same (.4).
10/01/13	Jason Gott	1.60	Office conference with W. Guerrieri re mediation statements (.3); draft and revise same (1.3).
10/01/13	Jeffrey J Zeiger	.10	Participate in telephone conference with C. Greco re plan for preparation of mediation statements.
10/01/13	Jonathan S Henes, P.C.	1.60	Conference with C. Marcus re mediation issues (.6); analyze issues re same (1.0).
10/01/13	Beth Friedman	.70	Correspond with Judge Drain's chambers re mediation issues and preparation re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/01/13	Melissa Koss	3.20	Review and revise disputed "ripe" issues list (1.8); correspond with K&E team re same (.4); prepare for and participate in telephone conference re MNPI with respect to mediation (.4); correspond with mediation parties re same (.3); correspond with Lazard re valuation of ripe issues (.3).
10/01/13	William Guerrieri	1.10	Prepare for and participate in telephone conference with K&E team re mediation issues (.7); review and analyze issues re same (.4).
10/02/13	Andrea Weintraub	1.10	Prepare for and participate in internal telephone conference re mediation statements (.2); review and revise mediation statement re Apax intercreditor issue (.3); review and revise mediation statement re turnover provisions in intercreditor (.2); review and revise mediation statement re breach of second lien intercreditor (.4).
10/02/13	Jeffrey J Zeiger	.30	Prepare for and participate in telephone conference with M. Koss, A. Weintraub, J. Freeman, B. Echols, S. Wash and K. Alexander re approach for mediation statements (.2); prepare for same (.1).
10/02/13	Beth Friedman	.60	Review and analyze issues re upcoming mediation.
10/02/13	Melissa Koss	3.40	Prepare for and participate in internal telephone conference re drafting mediation statements (.4); correspond with K&E team re same (.7); prepare for and participate in telephone conference with Lazard re valuation of ripe issues (.8); correspond with K&E team re same (.7); correspond re revisions to ripe issues list (.8).
10/02/13	Jeffrey Freeman	.20	Review and analyze research memorandum re statute of limitations for fraudulent conveyance action in preparation for drafting of mediation brief re same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/03/13	Jonathan S Henes, P.C.	2.60	Conference with C. Marcus re mediation issues (.6); analyze issues re same (2.0).
10/03/13	Jeffrey Freeman	.70	Review and draft mediation statement re LBO statute of limitations.
10/03/13	Andrew A Kassof, P.C.	.10	Review and analyze first-lien Committee revised list of mediation issues.
10/04/13	Andrea Weintraub	.90	Review and revise Apax intercreditor issue mediation statement (.6); review and revise mediation statement re violations of second lien intercreditor (.3).
10/04/13	Jonathan S Henes, P.C.	3.10	Conference with C. Marcus re mediation issues (1.1); analyze issues re same (2.0).
10/04/13	Melissa Koss	2.00	Research re disputed ripe issues.
10/05/13	Andrew A Kassof, P.C.	.10	Review and analyze revised list of issues and correspondence re same.
10/06/13	Jessica A Silverman	6.00	Review and draft mediation statement re revolver draw.
10/07/13	Christopher T Greco	2.10	Review and revise phase one mediation issues list for phase one and distribute same to mediation parties (1.6); correspond with mediation parties re same (.5).
10/07/13	Christopher Marcus, P.C.	2.00	Review and analyze memorandum re trust (.7); review and analyze correspondence re Phase 1 mediation issues (.7); review and analyze correspondence re mediation (.6).
10/07/13	Jessica A Silverman	.80	Review and revise mediation statement re revolver draw.
10/07/13	Jeffrey J Zeiger	.10	Review and revise list re ripe mediation issues.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/07/13	Melissa Koss	4.40	Prepare for and participate in office conference with C. Greco re mediation parties' comments to ripe issues list (.7); prepare for and participate in telephone conference with R. Kwasteniet and C. Greco re same (.6); review and revise ripe issues list re same (.6); participate in telephone conference with C. Greco re same (.3); participate in telephone conference with C. Greco and B. Friedman re Judge Drain requests re same (.3); correspond with K&E team re same (.4); correspond with mediation parties re further revisions to same (.3); review and comment on mediation statements (1.2).
10/07/13	Jeffrey Freeman	3.20	Review and draft mediation statement re disputed cash.
10/08/13	Christopher T Greco	1.40	Correspond re ripe issues list and review and analyze comments re same.
10/08/13	Andrea Weintraub	4.30	Review and analyze Committee's comments to proposed mediation issues list (.3); review and revise mediation statement re turnover provisions in second lien intercreditor agreement and implications on plan distribution scheme (1.5); review and revise mediation statement re Apax plan distribution re first lien intercreditor provisions (1.1); review and revise mediation statement re breaches of second lien intercreditor agreement (1.4).
10/08/13	Ryan Dattilo	.20	Correspond with M. Koss re mediation statements.
10/08/13	Ryan Dattilo	1.00	Review and comment on intercreditor mediation statement (.8); correspond with A. Weintraub re same (.2).
10/08/13	Jessica A Silverman	2.00	Review and revise mediation statement re revolver draw.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/08/13	Melissa Koss	3.60	Prepare for and participate in telephone conference with K&E team re proposed case discovery schedule re plan confirmation and mediation (.8); review and analyze correspondence re same (.4); correspond with A. Weintraub and K. Alexander re proposed scheduling order re same (.7); review and analyze correspondence from mediation parties re revisions to ripe issues list (.8); prepare for and participate in office conference and correspond with C. Greco re same (.5); correspond with C. Greco and R. Dattilo re review of mediation statements (.4).
10/08/13	Jeffrey Freeman	.90	Review and revise mediation statement re disputed cash.
10/08/13	William Guerrieri	1.10	Review and respond to correspondence re scheduling issues.
10/09/13	Christopher T Greco	2.10	Review and analyze issues re ripe issues list and submission to J. Drain (1.4); correspond with J. Henes, R. Kwasteniet and M. Koss re same (.3); correspond with D. Klein re same (.2); correspond with A. Silfen re same (.2).
10/09/13	Andrea Weintraub	4.00	Review and draft scheduling order re mediation and related discovery (2.2); review and revise scheduling order (1.8).
10/09/13	Jessica A Silverman	1.50	Review and revise mediation statement coverage re revolver draw.
10/09/13	Ross M Kwasteniet	.70	Prepare for and participate in internal telephone conference re ripe mediation issues.
10/09/13	Jonathan S Henes, P.C.	3.60	Review and analyze issues re mediation.
10/09/13	Beth Friedman	.70	Review and analyze issues and arrangements re mediation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/09/13	Melissa Koss	6.00	Review and comment on mediation statements (1.1); review and analyze credit agreement re same (.4); research re same (.9); participate in office conference with J. Silverman re same (.2); prepare for and participate in telephone conference with J. Henes, R. Kwasteniet and C. Greco re ripe mediation issues (.7); review and revise issues list re same (.4); review and draft correspondence to mediation parties re same (.3); correspond with mediation parties re same (.4); correspond with K&E team re same (.4); review and comment on discovery and deposition scheduling order (.6); correspond with A. Weintraub re same (.3); correspond with C. Greco re same (.3).
10/10/13	Jessica A Silverman	1.00	Review and revise mediation statement re revolver draw.
10/10/13	Jessica A Silverman	3.00	Review and revise mediation statement re revolver draw.
10/10/13	Jonathan S Henes, P.C.	3.60	Review and analyze issues re mediation.
10/10/13	Melissa Koss	3.90	Correspond with parties re mediation issues list (1.2); review and revise list re same (.9); prepare for and participate in telephone conference with K&E team re mediation statements (.7); review and revise same (1.1).
10/10/13	James H M Sprayregen, P.C.	.40	Review and analyze strategy and tactics re mediation.
10/11/13	Christopher T Greco	3.50	Review and revise correspondence re "ripe issues" list for mediation session (1.6); prepare for and participate in multiple telephone conferences and correspond with J. Henes, M. Koss and others re edits to same (1.3); correspond with M. Koss re Simpson comments and other comments and incorporation of same (.6).
10/11/13	Jessica A Silverman	1.00	Review and revise mediation statement re revolver draw.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/11/13	Jonathan S Henes, P.C.	1.60	Review and analyze issues re mediation.
10/11/13	Beth Friedman	.60	Review and analyze mediation memorandum.
10/11/13	Melissa Koss	5.50	Review and revise mediation statements (2.1); research re same (1.8); review and revise disputed ripe issues lists (.8); correspond with Judge Drain re same (.8).
10/12/13	Ross M Kwasteniet	.60	Review and analyze correspondence re mediation.
10/12/13	Andrew A Kassof, P.C.	.20	Review and analyze chart on ripe issues for mediation and correspondence with Judge Drain re same.
10/13/13	Jessica A Silverman	.20	Participate in telephone conference with K. Alexander re issues to be clarified and included in mediation statement re revolver draw.
10/14/13	Christopher T Greco	1.70	Review and revise draft mediation statements (1.4); correspond with M. Koss re disputed cash statement (.3).
10/14/13	Christopher Marcus, P.C.	1.50	Review and analyze correspondence re ripe mediation issues (1.0); review and analyze correspondence re mediation status (.5).
10/14/13	Jessica A Silverman	6.20	Prepare for and participate in office conference with M. Koss re revisions to be made to mediation statement on revolver draw (2.1); review and revise mediation statement (4.1).
10/14/13	Jonathan S Henes, P.C.	3.50	Review and analyze correspondence re ripe mediation issues (1.7); review and analyze correspondence re mediation status (1.8).
10/14/13	Melissa Koss	4.10	Review and revise mediation statements.
10/14/13	Jeffrey Freeman	1.80	Review and analyze mediation statement re disputed cash (.4); review and revise mediation statement re disputed cash (1.4).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/14/13	William Guerrieri	1.80	Review and revise mediation statements.
10/15/13	Christopher Marcus, P.C.	3.40	Correspond with Lazard re recoveries (1.3); review and analyze correspondence and strategy re mediation (.6); review and analyze mediation statements (1.1); telephone conference with R. Kwasteniet re strategy (.4).
10/15/13	Jessica Peet	.10	Participate in conference with M. Koss re mediation statement.
10/15/13	Jason Gott	1.50	Review and analyze Apax complaint re plan distributions and draft summary re same for mediation statement (.4); review and draft mediation statement re trust structures (1.1).
10/15/13	Jessica A Silverman	1.00	Prepare for and participate in telephone conference with T. Fleischer and M. Koss re March 2013 cash flow (.5); review and revise mediation statement re revolver draw accordingly (.5).
10/15/13	Ross M Kwasteniet	2.40	Review and analyze research re phase one mediation issues.
10/15/13	Jonathan S Henes, P.C.	4.50	Review and analyze correspondence re ripe mediation issues (1.7); review and analyze correspondence re mediation status (2.8).
10/15/13	Melissa Koss	4.70	Prepare for and participate in office conference with Lazard and K&E re valuation of mediation recoveries (.8); review and revise mediation statements (3.9).
10/15/13	Jeffrey Freeman	4.10	Review and revise mediation statement re disputed cash (2.0); review and revise mediation statement re LBO statute of limitations (2.1).
10/15/13	William Guerrieri	1.50	Review and revise mediation statements.
10/16/13	Christopher T Greco	2.60	Review and revise mediation statements (2.3); correspond with team re same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/16/13	Jessica Peet	1.60	Draft and revise mediation statement (1.4); correspond re same (.2).
10/16/13	Ryan Dattilo	.60	Review and analyze intercreditor mediation statement (.5); correspond with A. Weintraub re same (.1).
10/16/13	Jessica A Silverman	.10	Review and revise mediation statement re revolver draw.
10/16/13	Jonathan S Henes, P.C.	5.40	Correspond with Lazard re recoveries (1.3); review and analyze correspondence and strategy re mediation (.6); review and analyze mediation statements (1.1); telephone conferences with K&E team, creditors re strategy (2.4).
10/16/13	Jeffrey Freeman	2.30	Review and revise mediation statement re disputed cash.
10/16/13	William Guerrieri	4.20	Review and revise mediation statements.
10/17/13	Christopher T Greco	3.00	Review and revise mediation statements (1.7); correspond re LBO statement and research re same (1.3).
10/17/13	Christopher Marcus, P.C.	1.60	Review and analyze mediation issues (.6); correspond with J. Henes re strategy and telephone conference with R. Kwasteniet re same (1.0).
10/17/13	Jessica Peet	.20	Review and analyze comments re mediation statement (.1); participate in telephone conference with working group re same (.1).
10/17/13	Andrea Weintraub	4.10	Review and analyze intercreditor turnover provision (.9); review and revise mediation statement (3.2).
10/17/13	Jonathan S Henes, P.C.	2.60	Review and analyze mediation issues (1.6); correspond with C. Marcus re strategy and telephone conference with R. Kwasteniet re same (1.0).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/17/13	Melissa Koss	5.00	Review and revise LBO mediation statement (2.7); review and revise disputed cash and revolver draw mediation statement (1.8); correspond with J. Freeman re same (.3); correspond with C. Greco re same (.2).
10/17/13	Jeffrey Freeman	.50	Review and revise mediation statement re disputed cash.
10/17/13	William Guerrieri	5.80	Review and revise mediation statements (4.0); correspond with K&E team re same (1.8).
10/18/13	Christopher T Greco	3.40	Review and revise draft mediation statements, including intercreditor agreement breaches, LBO and disputed cash.
10/18/13	Andrea Weintraub	3.10	Review and revise mediation statement re Apax distribution (1.9); review and revise mediation statement re intercreditor turnover provision (1); correspond with W. Guerrieri re same (.2).
10/18/13	Travis Bayer	2.40	Research re avoidance remedies (1.2); correspond and office conference with W. Guerrieri re same (.4); review and analyze intercreditor agreement (.4); prepare for and participate in telephone conference and correspond with A. Weintraub re mediation statement (.4).
10/18/13	Jason Gott	4.10	Review and revise mediation statement re secured claims (2.4); research re same (.5); office conference with W. Guerrieri, A. Snell re allocation of enterprise value (.4); review and revise memorandum re same (.6); review and revise mediation statement re trust structure (.2).
10/18/13	Erik Hepler	1.30	Review and analyze mediation statement and comment on provisions re turnover obligations for avoided security interests.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/18/13	Angela Snell	.60	Participate in conference with W. Guerrieri and J. Gott on assignment re valuation issue (.2); review and analyze memorandum re same (.4).
10/18/13	William Guerrieri	5.70	Review and revise mediation statements (3.2); review and analyze case law and agreements re same (2.5).
10/19/13	Christopher T Greco	.80	Review and revise mediation statement re intercreditor breaches (.5); correspond with M. Koss re same (.3).
10/19/13	Jason Gott	1.30	Review and revise mediation statement re trust structure.
10/19/13	Angela Snell	.50	Review and analyze memorandum of J. Gott re valuation issue.
10/19/13	William Guerrieri	1.60	Review and revise mediation statements.
10/20/13	William Guerrieri	1.20	Review and revise mediation statement.
10/21/13	Christopher T Greco	2.40	Review and revise mediation statements re disputed cash, intercreditor breaches and LBO (2.1); correspond with M. Koss re same (.3).
10/21/13	Jessica Peet	.90	Prepare for and participate in office conference with M. Koss re mediation statement comments (.2); review and revise same (.6); correspond re same (.1).
10/21/13	Andrea Weintraub	6.50	Participate in office conference with C. Greco and M. Koss re response to Committee correspondence re proposed schedule (.2); review and draft letter to Committee re proposed schedule (2.6); review and revise re same (.6); prepare for and participate in office conference with C. Greco and R. Dattilo re mediation statement (.3); review and revise mediation statement re intercreditor breaches (2.8).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/21/13	Erik Hepler	.30	Review and revise turnover arguments in mediation statement with W. Guerrieri.
10/21/13	Angela Snell	7.00	Review and analyze memorandum on valuation issue from J. Gott (.3); review and analyze case law on valuation (4.7); draft memorandum based on analysis (2.0).
10/21/13	Melissa Koss	1.60	Prepare for and participate in office conference with C. Greco re comments to mediation statements (.4); review and analyze same (.4); correspond with J. Peet re same (.2); review and comment on revised LBO mediation statement (.6).
10/21/13	William Guerrieri	3.20	Review and revise mediation statements (2.1); review and analyze case law and agreements re same (1.1).
10/22/13	Christopher T Greco	2.10	Correspond re mediation statement drafts and open issues re same (.7); review and revise statements and research additional arguments re same (1.4).
10/22/13	Christopher Marcus, P.C.	4.50	Review and analyze mediation statements.
10/22/13	Jessica Peet	.90	Prepare for and participate in office conference with M. Koss re mediation statement revisions (.1); revise same (.4); correspond with working group re same (.1); compile exhibits re same (.2); correspond re same (.1).
10/22/13	Andrea Weintraub	1.10	Review and revise mediation statement re breaches of intercreditor agreement.
10/22/13	Jessica A Silverman	3.00	Review and revise mediation statement re revolver draw and disputed cash.
10/22/13	Angela Snell	1.50	Draft and revise memorandum re valuation issue.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/22/13	Jonathan S Henes, P.C.	4.40	Review and analyze issues re mediation (1.4); telephone conferences with working group re same (1.5); correspond with working group re mediation statement (1.5).
10/22/13	Melissa Koss	3.70	Review and revise LBO mediation statement (1.1); review and revise disputed cash mediation statement (2.3); correspond with K&E team re same (.3).
10/22/13	William Guerrieri	3.80	Review and revise mediation statements (1.8); correspond with K&E team re same (1.0); review and analyze case law and agreements re same (1.0).
10/23/13	Christopher T Greco	2.80	Review and revise mediation statements and provide comments to M. Koss and others re same (2.1); participate in office conference with C. Marcus re comments (.7).
10/23/13	Christopher Marcus, P.C.	5.50	Review and revise mediation statements (3.0); correspond with working group re mediation statement (1.5); review and revise exclusivity response (1.0).
10/23/13	Jessica Peet	2.10	Prepare for and participate in office conference with working group re mediation statements (1.1); review and revise mediation statement (.9); correspond with working group re same (.1).
10/23/13	Andrea Weintraub	2.70	Review and revise proposed scheduling order (.4); prepare for and participate in office conference with K&E team re mediation statements (.7); review and revise mediation statement re breaches of intercreditor agreement (1.6).
10/23/13	Travis Bayer	2.50	Research re avoidance remedies (1.2); review and revise mediation statements (1.1); participate in office conference with W. Guerrieri re same (.2).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/23/13	Ryan Dattilo	1.10	Prepare for and participate in office conference re mediation statements (.5); review and comment on intercreditor mediation statement (.4); correspond with A. Weintraub re same (.2).
10/23/13	Jessica A Silverman	3.20	Review and revise mediation statement re revolver draw and disputed cash.
10/23/13	Angela Snell	4.70	Review and draft memorandum re valuation issue.
10/23/13	Jeffrey J Zeiger	1.70	Review and revise mediation statement re fraudulent conveyance LBO claims.
10/23/13	Jonathan S Henes, P.C.	2.90	Review and revise mediation statements (1.9); conference with C. Marcus and R. Kwasteniet re same (1.0).
10/23/13	Melissa Koss	2.60	Prepare for and participate in office conference with C. Marcus and K&E team re revisions to mediation statements (.7); review and revise same to incorporate C. Marcus comments (1.1); correspond with K&E team re same (.8).
10/23/13	Jeffrey Freeman	.70	Review and revise mediation statement re disputed cash.
10/23/13	William Guerrieri	3.20	Review and revise mediation statements.
10/24/13	Christopher T Greco	2.20	Correspond re mediation statements and prepare same (1.5); review and revise same and comments to same (.7).
10/24/13	Jessica Peet	3.40	Review and revise mediation memorandum re comments from C. Marcus (1.9); correspond with working group re same (.3); participate in office conference with working group re same (.4); correspond with working group re same (.2); revise same (.6).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Andrea Weintraub	6.20	Review and draft exhibit list for mediation statements (.6); review and revise re same (.4); review and summarize mediation statement re intercreditor breaches (.6); review and revise motion to dismiss disputed cash complaint (.3); review and revise letter to Committee re discovery requests and scheduling (.9); correspond with C. Greco re same (.2); correspond with C. Greco re intercreditor breach mediation statement (.3); telephone conference re mediation statement (.5); review and analyze memorandum of law re disputed cash adversary complaint (.4); review and revise mediation statement re turnover provisions (1.6); correspond with W. Guerrieri re same (.2); review and revise mediation statement re intercreditor breaches (.2).
10/24/13	Travis Bayer	.80	Review and revise mediation statement (.4); participate in telephone conference with J. Gott and W. Guerrieri re same (.4).
10/24/13	Jessica A Silverman	4.00	Review and revise mediation statement re disputed cash and revolver draw (1.7); review and analyze first lien group's answer re disputed cash complaint, cross-complaint and comments to disclosure statement (2.3).
10/24/13	Angela Snell	.90	Review and revise memorandum re valuation issue.
10/24/13	Ross M Kwasteniet	4.80	Review and revise mediation statements.
10/24/13	Jonathan S Henes, P.C.	3.00	Review and revise mediation statements (1.9); conference with C. Marcus and R. Kwasteniet re same (1.1).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/24/13	Melissa Koss	11.20	Review and analyze motion to dismiss and first lien adversary complaint re constructive trust on disputed cash (1.9); research re same (2.8); review and revise disputed cash mediation statement re same (3.1); correspond with K&E team re same (.4); review and revise LBO mediation statement to incorporate C. Marcus comments (1.8); correspond with J. Peet re same (.6); prepare for and participate in internal office conference re same (.6).
10/24/13	William Guerrieri	3.80	Review and revise mediation statements.
10/24/13	Andrew A Kassof, P.C.	.90	Review and revise draft mediation submission re revolver draw (.7); review draft of inter-creditor breach mediation statement (.2).
10/25/13	Christopher T Greco	.70	Correspond with R. Kwasteniet and others re new Committee issue re copyrights and proposed responses re same.
10/25/13	Christopher Marcus, P.C.	5.30	Review and analyze mediation statements (4.8); telephone conference re mediation statements (.5).
10/25/13	Jessica Peet	2.10	Correspond with working group re mediation memorandum (.4); review and revise same (.3); telephone conference with Lazard re same (.4); review and revise same (.8); correspond re same (.2).
10/25/13	Andrea Weintraub	2.80	Review and revise turnover mediation statement (.6); review and revise turnover re intercreditor breaches (.5); review and revise meditation statement re Apax complaint (.6); review and draft exhibit list and compile exhibits for mediation exhibit binder (1.1).
10/25/13	Travis Bayer	.90	Prepare and revise mediation exhibits (.6); correspond with A. Weintraub re same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/25/13	Jason Gott	3.50	Review and revise memorandum re liens on enterprise value (.7); review and revise mediation statement re trust structure (.8); correspond with W. Guerrieri re same (.2); review and revise mediation statement re copyrights (1.8).
10/25/13	Jessica A Silverman	5.00	Compile mediation binders re re mediation statements and documents re Mediation Global Exhibit Book.
10/25/13	Angela Snell	1.10	Correspond with J. Gott re memorandum re excess enterprise value for changes (.1); review and revise memorandum on same (1.0).
10/25/13	Ross M Kwasteniet	5.50	Review and revise mediation statements.
10/25/13	Jonathan S Henes, P.C.	4.90	Review and revise mediation statements (1.9); conference with R. Kwasteniet re same (1.1); correspond with K&E team re same (1.9).
10/25/13	Beth Friedman	1.20	Prepare for November 4 mediation.
10/25/13	Melissa Koss	3.60	Review and revise mediation statements (2.7); correspond with K&E team re same (.5); telephone conference with C. Langbein and J. Peet re LBO mediation statement (.4).
10/25/13	Jeffrey Freeman	.40	Review and revise mediation statement re LBO statute of limitations.
10/25/13	William Guerrieri	2.50	Review and revise mediation statement.
10/25/13	Factual Research	.50	Library Research statute sections re mediation statements.
10/25/13	Document Retrieval	.50	Library research re obtain, retrieve, and deliver cases.
10/26/13	Christopher T Greco	1.30	Review and analyze comments re mediation statements from R. Kwasteniet and C. Marcus (.7); review and analyze drafts re same (.6).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/26/13	Christopher Marcus, P.C.	6.20	Review and revise mediation statements (5.7); telephone conference with J. Peet and M. Koss re same (.5).
10/26/13	Jessica Peet	.70	Review and revise mediation statement re comments from working group (.4); correspond with working group re same (.3).
10/26/13	Andrea Weintraub	3.70	Review and revise mediation exhibit book (.5); compile mediation book exhibits (1.6); review and revise Apax complaint mediation statement (.4); review and revise turnover mediation statement (.4); review and revise intercreditor breach mediation statement (.8).
10/26/13	Travis Bayer	.40	Review and revise mediation exhibits (.3); correspond with A. Weintraub re same (.1).
10/26/13	Jessica A Silverman	2.00	Review and draft cover letter to Judge Drain re mediation statements.
10/26/13	Jeffrey J Zeiger	.70	Review and revise LBO mediation statement.
10/26/13	Ross M Kwasteniet	3.90	Review and revise mediation statements.
10/26/13	Melissa Koss	3.20	Review and comment on mediation statements (2.7); correspond with K&E team re same (.5).
10/26/13	William Guerrieri	4.80	Review and respond to correspondence re exhibit list (1.2); review and revise mediation statements (2.5); correspond with R. Kwasteniet re same (1.1).
10/26/13	Andrew A Kassof, P.C.	.20	Review and analyze statute of limitations mediation statement and correspondence re mediation issues.
10/27/13	Christopher T Greco	1.70	Review and revise draft mediation statements in preparation for submission to Judge Drain (1.4); correspond re cover letter re same (.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/27/13	Jessica Peet	1.80	Prepare for and participate in telephone conference with working group re meditation statement comments (.5); correspond with Lazard re same (.1); review and revise same (.7); correspond with M. Koss re same (.1); telephone conference with Lazard re same (.2); review and revise same re Lazard comments (.1); correspond with M. Koss re same (.1).
10/27/13	Jessica A Silverman	2.00	Review and revise cover letter to Judge Drain re mediation statements and review and revise mediation statement.
10/27/13	Jeffrey J Zeiger	2.90	Review and revise mediation statements re disputed copyrights, Ivanhoe, intercreditor, Apax complaint, trust and turnover.
10/27/13	Ross M Kwasteniet	2.10	Review and revise mediation statements.
10/27/13	Melissa Koss	4.20	Review and comment on mediation statements (3.2); correspond with K&E team re same (.7); prepare for and participate in telephone conference with C. Marcus and J. Peet re same (.3).
10/27/13	William Guerrieri	4.10	Review and revise mediation statements (3.1); review and revise cover letter and exhibit list (1.0).
10/28/13	Christopher T Greco	5.30	Review and revise proposed final drafts of mediation statements in preparation for submission to J. Drain (3.4); correspond with M. Koss re logistics and submission for same (.4); prepare for Nov. 4 mediation session and correspond with K. Carson and D. Durbin and others (.8); correspond with J. Zeiger re mediation and litigation interplay (.7).
10/28/13	Christopher Marcus, P.C.	4.50	Review and analyze mediation statements (3.5); review and revise mediation statements and conference with J. Henes and R. Kwasteniet re same (1.0).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Andrea Weintraub	5.30	Review and revise turnover mediation statement (.7); review and revise Apax claim mediation statement (1.7); review and revise intercreditor breach mediation statement (1.1); internal office conference re Apax and breach mediation statements with C. Marcus (.7); review and analyze mediation exhibit book (.5); coordinate mailing of global exhibits to parties of interest (.2); review and draft mediation exhibit book cover letter for global exhibits (.4).
10/28/13	Jason Gott	3.10	Review and revise mediation statements re copyrights, trusts and first lien claims (2.9); correspondence re same (.2).
10/28/13	John Nedeau	2.30	Distribute mediation documents to Judge Drain's chambers at Southern District of New York Bankruptcy Court in White Plains.
10/28/13	Jessica A Silverman	2.50	Prepare for and participate in office conference with C. Marcus re final edits of mediation statement re revolver draw and disputed cash (.5); review and revise mediation statement (1.0); review and revise mediation statement Global Exhibit binder (1.0).
10/28/13	Angela Snell	.10	Correspond with W. Guerrieri and J. Gott re valuation issue.
10/28/13	Angela Snell	.50	Review and analyze disclosure statement re valuation issues.
10/28/13	Ross M Kwasteniet	5.40	Review and revise mediation statements (4.4); conference with J. Henes and C Marcus re same (1.0).
10/28/13	Jonathan S Henes, P.C.	3.50	Review and analyze mediation statements (2.5); review and revise mediation statements (1.0).
10/28/13	Beth Friedman	.70	Review and revise mediation statements and confirm receipt of same.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/28/13	Laura Saal	8.50	Prepare binders of Global Mediation Exhibits and prepare binder of mediation statements and coordinate hand delivery to Judge Drain (5.5); coordinate copying of CDs containing global exhibits and prepare Fed Ex service of same for all mediation parties (1.5); prepare mediation statement binder and coordinate preparation of mini books and distribute to team (1.5).
10/28/13	Melissa Koss	7.60	Review and revise mediation statements (3.1); participate in office conference with C. Marcus re same (.3); review and finalize same for submission to Judge Drain (4.2).
10/28/13	Jeffrey Freeman	.30	Develop fact re mediation brief on disputed cash.
10/28/13	William Guerrieri	6.80	Review and revise mediation statements (4.1); correspond with K&E team re same (2.0); finalize same (.7).
10/28/13	Andrew A Kassof, P.C.	.60	Review and analyze comments and proposed revisions to draft mediation statements (.3); review and analyze final versions re same (.3).
10/29/13	Christopher T Greco	2.00	Correspond re logistics for Nov. 4 mediation and next steps (.7); review and analyze mediation statements submitted and prepare for Nov. 4 session (1.3).
10/29/13	John Nedeau	1.00	Review and revise security clearance list re meeting at K&E office (.5); review and revise security clearance list re mediation session (.5).
10/29/13	Ross M Kwasteniet	2.10	Review and comment on Lazard presentation re economic impact of different outcomes on disputed legal issues.
10/29/13	Jonathan S Henes, P.C.	3.50	Review and analyze mediation statements (2.2); review and revise mediation statements and conference with C. Marcus and R. Kwasteniet re same (1.3).

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/29/13	Beth Friedman	1.40	Prepare for mediation on November 4.
10/29/13	Laura Saal	.70	Prepare for and participate in office conference with B. Friedman re signs for mediation scheduled for Nov. 4th (.3); correspond and telephone conference with Transperfect re request for signs for mediation (.4).
10/29/13	William Guerrieri	.50	Correspond with working group re mediation meeting.
10/30/13	Christopher T Greco	3.80	Prepare for and participate in office conference with Lazard and first lien advisors re sensitivity analysis re Phase one mediation issues (1.5); review and analyze materials in advance of meeting (.6); correspond re issues in preparation for Nov. 4 mediation session (1.7).
10/30/13	Christopher Marcus, P.C.	1.30	Conference with first lien advisors re mediation.
10/30/13	Jason Gott	.50	Telephone conferences and correspondence re first mediation session.
10/30/13	John Nedeau	.50	Review and revise security list re mediation session (.3); correspond with B. Friedman re same (.2).
10/30/13	Ross M Kwasteniet	2.50	Prepare for and participate in office conference with creditor advisors re upcoming mediation process and economic impact of various legal issues.
10/30/13	Jonathan S Henes, P.C.	1.30	Conference with first lien advisors re mediation.
10/30/13	Beth Friedman	.70	Prepare for mediation in house and confirm details.
10/31/13	Ross M Kwasteniet	.60	Prepare for and participate in internal office conference re preparation for mediation.

Legal Services for the Period Ending October 31, 2013

Cengage Learning, Inc.

37 - Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
10/31/13	Beth Friedman	.70	Conference with professionals re arrangements for mediation.
		513.30	TOTAL HOURS